

EXHIBIT A

1

IN THE UNITED STATES DISTRICT COURT
IN AND FOR THE DISTRICT OF DELAWARE

CRYSTALLEX INTERNATIONAL CORP.,
-----Plaintiff,
vs. Case No.
17-151-LPS
BOLIVARIAN REPUBLIC OF
VENEZUELA,
-----Defendant.)

TRANSCRIPT OF MOTION TO DISQUALIFY

MOTION TO DISQUALIFY had before the
Honorable Leonard P. Stark, U.S.C.A.J., in
Courtroom 4A on the 30th of March, 2023.

APPEARANCES

POTTER ANDERSON & CORROON LLP
BY: MYRON STEELE, ESQ.
ABRAHAM SCHNEIDER, ESQ.

-and-

WEIL GOTSHAL & MANGES LLP
BY: RAY SCHROCK, ESQ.
ALEX WELCH, ESQ.
CHASE BENTLEY, ESQ.

Counsel for the
Special Master

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna DE 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 (Appearances continued.)

ROSS ARONSTAM & MORITZ LLP
BY: GARRET MORITZ, ESQ.

-and-

WACHTELL LIPTON ROSEN & KATZ
BY: RICHARD MASON, ESQ.
AMY WOLF, ESQ.
MICHAEL CASSEL, ESQ.

-and-

KOBRE & KIM
BY: MARCUS GREEN, ESQ.

Counsel for
ConocoPhillips

LANDIS RATH & COBB
BY: JENNIFER CREE, ESQ.

-and-

MOLOLAMKEN LLP
BY: STEVEN MOLO, ESQ.
JUSTIN ELLIS, ESQ.

Counsel for Red Tree

WOMBLE BOND DICKINSON LLP
BY: KEVIN MANGAN, ESQ.

Counsel for Gold
Reserve, Inc.

WILLKIE FARR & GALLAGHER LLP
BY: SAM HALL, ESQ.

Counsel for Citgo/PDVH

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

2

1 (Appearances continued.)

RICHARDS, LAYTON & FINGER, P.A.
BY: JEFF MOYER, ESQ.

-and-

GIBSON DUNN & CRUTCHER
BY: MIGUEL ESTRADA, ESQ.
LUCAS TOWNSEND, ESQ.
MAX SCHULMAN, ESQ.

Counsel for Crystallex

ABRAMS & BAYLISS LLP
BY: STEPHEN CHILDS, ESQ.

-and-

MUNGER TOLLES & OLSON LLP
BY: DONALD VERRILLI, ESQ.
GINGER ANDERS, ESQ.

Counsel for the
Republic of Venezuela

HEYMAN ENERIO GATTUSO & HIRZEL LLP
BY: SAM HIRZEL, ESQ.

-and-

CURTIS MALLET-PREVOST COLT & MOSLE LLP
BY: JUAN PERLA, ESQ.
KEVIN MEEHAN, ESQ.
AUBRE DEAN

Counsel for PDVSA

MORRIS NICHOLS ARSHT & TUNELL
BY: ALEXANDRA CUMINGS, ESQ.

-and-

EIMER STAHL LLP
BY: NATHAN EIMER, ESQ.
DANIEL BIRK, ESQ.

Counsel for Citgo
and PDVH

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

4

THE COURT: It's nice to see you all
and be in court again with you. It's been some
time, I believe, since we've been in court
together. I do want to start by having you all
put your appearances on the record for us, and
there are so many of you, so please be careful
as we go through the proceedings today to
identify yourselves for the court reporter.

Right side of the room. We'll start
there.

MR. MOYER: Good morning, Your Honor.
Jeff Moyer of Richards, Layton, and Finger on
behalf of Crystallex. Your Honor, I'm joined
this morning by Miguel Estrada and Lucas
Townsend of the Gibson Dunn firm.

THE COURT: Good morning.

MR. STEELE: Good morning, Your
Honor. May it please the Court. I'm Myron
Steele from Potter Anderson. I have the
privilege of representing the special master,
Robert Pincus, who is here. Also appearing,
from Weil Gotshal, Ray Schrock, who will
address the Court; Alex Welch; and Chase
Bentley. Thank you, Your Honor.

THE COURT: That's everyone on that

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 side of the room, so we'll turn to the other
 2 side of the room, please.
 3 MR. CHILDS: Good morning, Your
 4 Honor. Stephen Childs of Abrams and Bayliss on
 10:11AM 5 behalf of the Republic. I'm joined this
 6 morning by my co-counsel from Munger, Tolles,
 7 and Olson Mr. Donald Verrilli and Ms. Ginger
 8 Anders, and with Your Honor's permission,
 9 Mr. Verrilli will address the Court.
 10:11AM 10 THE COURT: Permission is granted.
 11 Good morning to you both.
 12 MS. CUMINGS: Good morning, Your
 13 Honor. Ali Cummings of Morris, Nichols, Arsht,
 14 and Tunnell on behalf of PDV Holding and Citgo
 10:12AM 15 Petroleum, and with me at counsel table is
 16 Nathan Eimer of Eimer Stahl, and he'll be
 17 presenting this morning.
 18 THE COURT: Thank you for that.
 19 MR. HIRZEL: Good morning, Your
 10:12AM 20 Honor. Sam Hirzel from Heyman Enerio on behalf
 21 of PDVSA. With me in the back I have Juan
 22 Perla, Kevin Meehan, and Aubrey Dean from the
 23 Curtis Mallet firm.
 24 THE COURT: Welcome to you all. Good
 10:12AM 25 morning.

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MR. MORITZ: Good morning, Your
 2 Honor. Garrett Moritz from Ross Aronstam on
 3 behalf of ConocoPhillips. I'm joined today by
 4 co-counsel from Wachtell Lipton Richard Mason,
 10:12AM 5 Amy Wolf, and Michael Cassel, and also, from
 6 Kobre and Kim, Marcus Green. And our
 7 expectation is Ms. Wolf will be speaking today,
 8 although if some issue comes up that may
 9 requires someone else, we may have one of the
 10:13AM 10 others. Thank you.
 11 THE COURT: Anybody else here this
 12 morning that wants to enter an appearance?
 13 Thank you.
 14 There is one more. Good morning.
 10:13AM 15 MS. CREE: Good morning, Your Honor.
 16 Jennifer Cree from Landis, Rath, and Cobb on
 17 behalf of the creditor Red Tree. With me today
 18 I have co-counsel Steven Molo and Justin Ellis
 19 of MoloLamken.
 10:13AM 20 THE COURT: Thank you very much.
 21 Again, good morning to all of you.
 22 So I want to start by telling you my
 23 agenda for the morning and then give you all a
 24 chance to tell me if you have any questions
 10:13AM 25 about that agenda or any objections or any

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 suggestions as to another way to proceed.
 2 We're principally here on the
 3 still-pending motion to disqualify the special
 4 master. I do not need to conduct an
 10:14AM 5 evidentiary hearing after the extensive
 6 briefing. That was the position of all
 7 parties, and I do not believe that there is any
 8 material factual dispute in the record.
 9 But here's how I plan to proceed: I'd
 10:14AM 10 like to start by hearing from the special
 11 master, particularly to see if there's anything
 12 he wants to put on the record to supplement the
 13 record. One of the issues that particularly
 14 became apparent in the letters that I ordered
 10:14AM 15 you all to submit is the Venezuela parties'
 16 position that they are not seeking my
 17 disqualification on the assumption that there
 18 has been no ex parte communication of anything
 19 substantive that happened in the January 12th
 10:14AM 20 meeting and any discussion between me and the
 21 special master, there has not been. But I do
 22 want to see if the special master wants to make
 23 a record on that point and also if he's
 24 prepared to make any record as to what happened
 10:15AM 25 at the January 12th meeting in case that became

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 pertinent to the Venezuela parties' position,
 2 so my thought is I would start with the special
 3 master, not necessarily hear argument or ask
 4 him a lot of questions, but just see if he
 10:15AM 5 wants to supplement the record then turn to the
 6 moving parties and hear their argument, and
 7 I'll certainly have some questions, and then go
 8 back to the special master, and if he wants to
 9 make argument at that point, I may have some
 10:15AM 10 questions related to motion. I would turn to
 11 him after hearing from the moving parties, and
 12 then I would give Crystallex a chance to weigh
 13 in, ConocoPhillips if they wish, and ultimately
 14 give rebuttal to the moving parties. That was
 10:15AM 15 my thought.
 16 Would there be any objection,
 17 Mr. Verrilli, or any suggestion as to another
 18 way to proceed?
 19 MR. VERRILLI: No, that sounds ideal.
 10:15AM 20 THE COURT: Mr. Schrock, any thoughts
 21 about that? Any objection?
 22 MR. SCHROCK: No objection, Your
 23 Honor.
 24 THE COURT: Anybody else object to
 10:16AM 25 Mr. Schrock beginning?

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Let me tell you about the rest of the
2 day. After that -- you can have a seat for a
3 minute. After we go through all of that on the
4 motion to disqualify, I do want to talk to you
10:16AM 5 about whether I should be ordering the billing
6 records of the special master to be unsealed.
7 I do want to give the Venezuela parties any
8 chance to talk about their possible objections
9 to the expenditures of the special master, and
10:16AM 10 I do want to, before we leave our time together
11 today, see what you all think about where this
12 case is and how we should proceed and anything
13 else that you might wish to raise.
14 So I'll just pause briefly. Any
10:16AM 15 questions about that from anybody?
16 No. Okay.
17 All right. Mr. Schrock, we'll have you
18 come back and get us started in the manner that
19 I've indicated.
10:16AM 20 MR. SCHROCK: Thank you very much,
21 Your Honor. Again. Ray Schrock, Weil, Gotshal
22 and Manges, for the special master. May it
23 please the Court.
24 In terms of supplementing the record, we
10:17AM 25 can note for the Court and the parties that
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

10
1 since we were last before the Court, we have
2 reached out through counsel to the DOJ to
3 solicit guidance and feedback from the U.S.
4 government, including OFAC, pursuant to the
10:17AM 5 sale procedures order. We did arrange for the
6 January 12th meeting, as the Court is aware,
7 and we did -- we did attend that meeting.
8 I would note that present at the meeting
9 was only the DOJ at that meeting. The U.S.
10:17AM 10 government -- in light of the motion, OFAC
11 decided not to attend, just, I believe, out of
12 an abundance of caution.
13 At the January 12th meeting, the special
14 master and his advisors presented materials
10:18AM 15 distributed via the DOJ out of the meeting.
16 The materials outline the sale process to date
17 and the intended timeline of the process going
18 forward as well as the benefits of the orderly
19 process designed by the special master and
10:18AM 20 approved by this Court. The materials also set
21 out for the DOJ the elements of the proposed
22 sale process, which may need specific U.S.
23 government approval, and the importance of
24 receiving guidance and clarity on the U.S.
10:18AM 25 government's position with respect to the sale
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 process generally. This is so that prospective
2 sale process participants, including potential
3 bidders, could make preparations. And,
4 frankly, as we always make clear to the Court,
10:18AM 5 we need this guidance from OFAC and from the
6 U.S. government, in our view, to maximize
7 value.
8 We have not yet received the U.S.
9 government's position, but we expect to receive
10:19AM 10 it on or prior to April 7th. So what's been
11 discussed are merely process issues, so we
12 don't know what the U.S. government's position
13 is.
14 THE COURT: Let me just interrupt
10:19AM 15 you. I think April 7th would be the end of the
16 six-month window; is that correct?
17 MR. SCHROCK: That's right, Your
18 Honor. When we solicited feedback from the
19 U.S. government, we said, listen, we'd like to
10:19AM 20 hear from you by April 7th. We outlined for
21 you the process, all the specifics in the sale
22 process order, but we simply don't know what
23 their position is at this point.
24 I would note that to the extent we're
10:20AM 25 expected to submit the supplemental report by
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

12
1 April 7th, I think in light of the fact that we
2 expect to receive some feedback from the U.S.
3 government on or prior to that date, it would
4 make sense to push out the supplemental report
10:20AM 5 date. The back-end date was May 3rd, I
6 believe, in the sale procedure order. If we
7 could have until the end of the month,
8 April 30th, I think that would give us time to,
9 one, consider whatever the U.S. government's
10:20AM 10 position has been or is with respect to moving
11 forward, and I think it will make for a better
12 supplemental report for the Court and the
13 parties. I think, also, we can interact with
14 the sale process parties and, you know, frankly
10:20AM 15 solicit some limited feedback as to, you know,
16 our thoughts on moving forward before we
17 present that to the Court.
18 THE COURT: Is the request to extend
19 the deadline to April 30th, is that something
10:21AM 20 you've had a chance to talk to the sale
21 process --
22 MR. SCHROCK: It's not, Your Honor,
23 generally, but we wanted to mention that.
24 THE COURT: I'm sure over the course
10:21AM 25 of the morning, we'll find out.
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MR. SCHROCK: In terms of
2 supplementing the record, Your Honor, I think
3 that's really -- for purposes of the instant
4 motion, that's all we wanted to note.

10:21AM 5 THE COURT: Of course, as you know,
6 we had a very brief conversation. I'm prepared
7 to make a quick record on that unless you
8 wanted to do it.

9 MR. SCHROCK: No, please go ahead.

10:21AM 10 THE COURT: Let me put this in record
11 and you tell me if your recollection was any
12 different. You were on that call; correct?

13 MR. SCHROCK: I was.

10:21AM 14 THE COURT: According to my notes and
15 recollection, on March 8th, we had a brief
16 conversation at the special master's request.
17 It was by phone. The special master attended
18 and some -- his advisors, including
19 Mr. Schrock, myself, and several of my law
20 clerks.

21 After introductions, because it had been
22 some time since we'd all been in touch, I asked
23 the special master to tell me what the agenda
24 was, since I had no idea what he was going to
25 want to talk about. He said about one

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 sentence, something to the effect of he
2 expected some kind of follow-up with OFAC maybe
3 in late February and maybe expected a letter
4 but had not yet seen it.

10:22AM 5 At that point, I interrupted and reminded
6 everybody on the call that the disqualification
7 motion was still pending, that the Venezuela
8 parties had noted that they were not seeking my
9 disqualification, and that that was in part
10:22AM 10 because they had no reason to believe that I
11 had any ex parte communication with the special
12 master about what had occurred at the January
13 12th meeting. And after reminding everyone of
14 that, the discussion turned, pretty much, to
10:22AM 15 whether we should continue the call, and a
16 question was asked whether this hearing on
17 March 30, which had already been scheduled,
18 whether I intended to go forward with it, and I
19 indicated I did. And we ended the call, and
10:23AM 20 later, I think, that day I got an e-mail from
21 the special master indicating that in light of
22 all that, he would wait to further communicate
23 anything until this hearing.

10:23AM 24 Anything you want to add to that or
25 anything I got wrong?

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MR. SCHROCK: No, I think that sounds
2 like an accurate summary.

10:23AM 3 THE COURT: All right. I will give
4 you a chance for argument on the motion, but is
5 there anything else in the nature of
6 supplementing the record you wanted to say at
7 this point?

8 MR. SCHROCK: No, Your Honor.

10:23AM 9 THE COURT: Thanks very much.

10 We will turn to the moving parties, and I
11 believe Mr. Verrilli is to make argument.

12 Would you start by indicating, do you
13 have an objection to an April 30th deadline for
14 the supplemental report?

10:23AM 15 MR. VERRILLI: I do not on behalf of
16 the Republic. We do not, Venezuela.

17 THE COURT: Thank you very much. You
18 may proceed.

19 MR. VERRILLI: Good morning. May it
10:23AM 20 please the Court. I'm Don Verrilli for the
21 Venezuela parties. I'll focus on the
22 disqualification issue and later in the day,
23 Mr. Eimer will handle the rest of the issues.

24 On the disqualification issue, we're
10:24AM 25 cognizant of what the Court said in its prior

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 ruling about the special master's ex parte
2 meeting with OFAC, which we now learned was
3 with DOJ. And I'll address the timeliness and
4 waiver questions that came up in this Court's
10:24AM 5 order on and that the my friends on the other
6 side have raised.

7 I do want to start, though, with what we
8 perceive as the core problem here. It does
9 relate to, but I don't think was answered by,
10:24AM 10 what we just heard from counsel for the special
11 master. And I think if I may, Your Honor, just
12 to sort of preface what our understanding of
13 the purpose of that meeting and our inference
14 about what occurred at that meeting, in
10:24AM 15 addition to what was just described by counsel
16 for the special master.

17 Our understanding of the purpose of that
18 meeting was, in addition to the providing
19 information that counsel just described, that
10:25AM 20 the special master would advocate that OFAC
21 change its position and give a green light to
22 the sale process going forward. In fact, the
23 reason for that was an exchange between --
24 between the special master and counsel for our
10:25AM 25 side in which our understanding was that the

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 reason the special master gave for not being
2 comfortable with the Venezuela parties
3 observing the meeting was that the special
4 master was going to engage in advocacy and that
10:25AM 5 that advocacy would be chilled.

6 We raised that in our papers. The
7 special master, counsel for special master,
8 said what he said this morning, said what he
9 said in his papers. As we read the papers, the
10:26AM 10 special master hasn't disagreed that that was
11 the purpose of the meeting, and from that,
12 we're inferring that that happened at the
13 meeting.

14 If that's wrong, then that would change
15 the complexion of this motion, certainly, but
16 we're proceeding on the assumption that that
17 did occur at the meeting, given that it was --
18 that we were informed that was the reason that
19 we were -- that the special master did not want
10:26AM 20 us to observe the meeting and wanted it to be
21 ex parte.

22 With that in mind, I think that gets to
23 our -- that is, really, our core concern here,
24 the idea that the special master would engage
10:26AM 25 in advocacy with the executive branch to try to

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 get it to change its position. In that
2 situation, what you have is the special master
3 acting in a judicial capacity, engaging in
4 activity that we consider to be advocacy that
10:27AM 5 is not consistent with the impartial portion of
6 the law.

7 THE COURT: So you clearly consider
8 it advocacy, but I think that's sort of loading
9 the situation. Where is the line between
10:27AM 10 advocacy and the Court, through its special
11 master, just taking reasonable steps to enforce
12 its judgment and execute its judicial duty?
13 After all, I mean, you well know I'm acting
14 under a mandate from the Third Circuit that I
10:27AM 15 need to proceed by. So where is the line
16 between advocacy and simply doing my job?

17 MR. VERRILLI: I think that gets to
18 the heart of it, Your Honor, and it's precisely
19 what I want to address, that very question.

10:27AM 20 Now, we understand that the Court has an
21 interest, an important interest, in executing
22 its judgment consistent with the requirements
23 of the law. But I think the key point here is
24 that the OFAC sanctions regime is part of the
10:28AM 25 law that applies here, and that law gives the

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 executive the authority to prioritize foreign
2 policy considerations over the enforcement of
3 judicial judgments, and we know that the
4 executive has done that through a lawful
10:28AM 5 exercise of its authority. And we know that,
6 as of now, the position of the United States
7 expressed to this Court by the Justice
8 Department is that, considering that proceeding
9 with the sale process could jeopardize the
10:28AM 10 foreign policy, of the United States -- maybe
11 they'll say something different on April 7th,
12 but as of now, that's the position.

13 The other thing we know with respect to
14 that exercise is that Crystallex applied to
10:28AM 15 OFAC for a license and OFAC denied that
16 license. It did it without prejudice so they
17 could come back in the future, but those are
18 the two things we know, and we know right now
19 what the foreign policy of the United States
10:28AM 20 is. And so our understanding of the situation
21 is when the special master goes to OFAC and
22 says, "We want you to approve the sale
23 process," if indeed that's what happened, "We
24 want you to give Crystallex a license to close
10:29AM 25 the sale," if indeed that's what happened, then

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 what the special master is doing is advocating
2 that the executive branch change its foreign
3 policy calculus to prioritize enforcement of
4 the Court's judgment over the foreign policy
10:29AM 5 considerations that would subordinate that.
6 And I think it's fine for a party to do that.
7 It's fine for Crystallex to do it. We
8 understand that, of course.

9 THE COURT: What about for me? Let's
10:29AM 10 say, I don't know, on or about April 30th, I
11 make a determination that it's time to go
12 forward and I say something in effect of it
13 would be really nice to know we're not wasting
14 our time and it would be nice to know that the
10:30AM 15 executive branch is going to let this
16 transaction go forward, if in fact we
17 ultimately come up with a bidder and I approve
18 the bid.

19 As you well know, I've already said my
10:30AM 20 interpretation of the sanctions, which is
21 governing for now because the Third Circuit
22 decided not to look at it, is I can go forward
23 up until the last step of sort of consummating
24 the transaction.

10:30AM 25 So I if I decide in April or May it's

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 time to go forward and it would be really nice
 2 if the executive branch gave some indication
 3 that it's a fair process and a reasonable
 4 bidder that they're going to allow that to
 10:30AM 5 happen, am I advocating or doing something
 6 consistent with my judicial role at that point?
 7 MR. VERRILLI: I think it would
 8 depend, Your Honor, on how far that statement
 9 went. If the statement was it would be helpful
 10:31AM 10 for the Court to know what DOJ's view is, that
 11 seems to me on the side of the line that
 12 doesn't raise an issue. But if the statement
 13 is we think you've got your priorities wrong
 14 and we want you to subordinate the foreign
 10:31AM 15 policy, I do think that's over the line, and
 16 that's where we think the line is. That's
 17 trying to address Your Honor's question
 18 earlier, that that's where we think the line is
 19 because in that situation, this is a judgment
 10:31AM 20 that Congress has given to the executive branch
 21 via OFAC to decide whether foreign policy
 22 considerations should predominate or
 23 enforcement of the judgment should predominate.
 24 And what we understand the special master to
 10:31AM 25 have done in subject clarification is to have
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 advocated DOJ that OFAC and the executive
 2 branch, that it change its priorities.
 3 To us, that is not impartial
 4 administrations or enforcement of the law.
 10:31AM 5 That is advocacy of a change in executive
 6 branch policy. That seems, to us, to be
 7 inconsistent with the judicial function and to
 8 raise the question of does it provide a
 9 reasonable grounds to question impartiality.
 10:32AM 10 THE COURT: Is the key, then, whether
 11 the special master or me -- I don't think you
 12 make a distinction on this point. If it's
 13 advocacy, the line is the same for him and me?
 14 MR. VERRILLI: Yes.
 10:32AM 15 THE COURT: Okay. So if he or I ask
 16 for the executive branch to change foreign
 17 policy, you would say that crosses the line;
 18 right?
 19 MR. VERRILLI: Yes, and I think
 10:32AM 20 asking for issuance of a license in particular
 21 and then asking for DOJ to -- for the executive
 22 branch, expressed through DOJ, to change its
 23 view about whether continuation of the sale
 24 process would jeopardize foreign policy and
 10:33AM 25 national security interests, that the request
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 to change either of those things is, for us,
 2 over the line. That's where we think the line
 3 is.
 4 THE COURT: What if the ask is merely
 10:33AM 5 please tell us what your position is? Your
 6 position now -- this is hypothetical. If their
 7 position now is we're not going to tell you
 8 what our position is and he or I ask in one
 9 form or another would you please change that
 10:33AM 10 position and at least tell us what your
 11 position is, is that -- that's asking for a
 12 change. Is that crossing the line?
 13 MR. VERRILLI: Putting aside the
 14 question of whether it's ex parte or on the
 10:33AM 15 record --
 16 THE COURT: It's separate. I
 17 understand.
 18 MR. VERRILLI: -- but the substance
 19 of that, that does not seem, to me, on the
 10:33AM 20 wrong side of the line. That seems to be no
 21 different in substance than what the Court did
 22 previously when is asked DOJ to enter a
 23 statement of interest. That's effectively
 24 doing the same thing, and that gets to the
 10:33AM 25 point. I think that's the appropriate way to
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 do it. The Court can ask the DOJ for a
 2 statement of interest. That seems like an
 3 appropriate way to do it. That's a recognized,
 4 on-the-record process to ascertain the views of
 10:34AM 5 the United States with respect to the questions
 6 that Your Honor has posed. The other way to do
 7 it, of course, is for Crystallex to apply for a
 8 license and have OFAC make a judgment. Those
 9 are appropriate. They're governed by
 10:34AM 10 regulations. They're on the record. They're
 11 transparent. Those are the ways this process
 12 should unfold.
 13 THE COURT: How much of this is due
 14 to the sanctions? And by that I mean, the fact
 10:34AM 15 that we're in a post-judgment, we're not
 16 dealing with merits in the normal sense of how
 17 we think of it, and Courts always have an
 18 interest, I think, in effectuating judgments,
 19 especially ones that have affirmed already.
 10:34AM 20 How much -- is that a problem? Is your
 21 argument that simply -- I'll take your word --
 22 advocating for enforcement of a judgment is
 23 itself a problem, or is the problem that it
 24 implicates foreign policy here and matters left
 10:35AM 25 to the executive branch?
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MR. VERRILLI: We're making a point
 2 that's specific to the circumstances before the
 3 Court here, which is you've got OFAC having
 4 exercised the authority conferred by Congress
 10:35AM 5 on behalf of the executive branch to block the
 6 transfer of the assets for foreign policy
 7 reasons, so it's -- given that step by the
 8 executive branch, it's -- if the judiciary
 9 itself, as opposed to a party, were to go to
 10:35AM 10 the executive branch and say we want you to
 11 change your position on that, that seems not
 12 consistent with the judicial role to us. That
 13 seems like not impartial enforcement and
 14 administration of the law as entrusted to the
 10:36AM 15 judicial branch but advocacy that the executive
 16 branch change the enforcement of the law
 17 entrusted to it. That seems like a key
 18 difference to us, and that's our concern.
 19 Again, given what we heard this morning,
 10:36AM 20 I want to be careful. We don't know actually
 21 exactly what the facts are, but if the facts
 22 are what we're inferring they are, we think
 23 that is over the line.
 24 THE COURT: I think we'll move on to
 10:36AM 25 something in a moment. Let me try once more
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 asking you the way Crystallex wrote it in one
 2 of their briefs at page 17. What they say is
 3 taking a position on a fully litigated issue
 4 cannot create the appearance of partiality
 10:36AM 5 because that is precisely the role of the
 6 judiciary. I can read it again if you like.
 7 MR. VERRILLI: No, I understand that.
 8 THE COURT: What's your response to
 9 that?
 10:36AM 10 MR. VERRILLI: My response to that is
 11 that the -- try to -- apologize. I may repeat
 12 something I said a few minutes ago.
 13 THE COURT: I've probably done that
 14 already.
 10:37AM 15 MR. VERRILLI: Seems to me that the
 16 right way to think about -- respectfully, the
 17 way to think about what the interest of
 18 judiciary here is, that is has an interest in
 19 enforcing its judgments in a matter that is
 10:37AM 20 consistent with applicable law. And I think
 21 what that statement by Crystallex leaves out of
 22 the equation is that the OFAC sanctions regime,
 23 the power that Congress gave the executive
 24 branch, there is applicable law that applies to
 10:37AM 25 the process by which this judgment will be
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 executed.
 2 THE COURT: Of course, here, I've
 3 already decided for purposes of this case how
 4 those sanctions interact with this case. Some
 10:37AM 5 other Court may ultimately disagree with that,
 6 but that's where we are. Does that have any
 7 implications for whether this is advocacy or
 8 not?
 9 MR. VERRILLI: I don't think so, Your
 10:37AM 10 Honor. The Court has decided, in the exercise
 11 of the judicial power, that you read the
 12 regulations in a certain way and that -- while
 13 we don't agree with them, you read the
 14 regulations that way. We're not here to
 10:38AM 15 contest that today -- to allow the sale process
 16 to go forward up to the point of consummation
 17 when a license is needed. You exercised your
 18 judicial power to come to that view, and that
 19 view can be implemented in the exercise of your
 10:38AM 20 judicial power.
 21 But that seems to me to be categorically
 22 different from going to the executive branch
 23 and saying we want you to exercise your
 24 executive power differently to remove any
 10:38AM 25 impediments to our exercise of judicial power.
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 That's what we are concerned happened here, and
 2 that's what we think can't happen, consistent
 3 with the law as we understand it.
 4 THE COURT: Unless you have more to
 10:38AM 5 say on this, I would like to hear your
 6 position on timeliness. I know your position
 7 on the timeliness of the motion, but why would
 8 it be wrong for me to say it was untimely?
 9 MR. VERRILLI: A couple of reasons.
 10:39AM 10 And I don't want to -- we've made a second
 11 argument, which I have, on the merits, which I
 12 haven't spent any time on so far about the ex
 13 parte fact gathering.
 14 THE COURT: And I don't mean to stop
 10:39AM 15 you from that.
 16 MR. VERRILLI: I'll go to timeliness
 17 now, but for purposes of timeliness, I think
 18 it's important to separate the two. We can
 19 have a discussion about the process that led to
 10:39AM 20 the interchange in January with respect to ex
 21 parte fact gathering and the timeliness of it.
 22 With respect to the advocacy point, I
 23 think, really, the salient facts are these:
 24 When the sale process order was being
 10:39AM 25 contemplated, we raised an objection to the
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 possibility that the special master's authority
2 to interact with OFAC would include advocacy on
3 behalf of any party or advocacy for change in
4 the applicable legal requirements. The special
10:40AM 5 master responded by saying he had no intention
6 to engage in advocacy on behalf of any parties.

7 Now, those facts occurred, and any
8 reasonable observer, I would think, seeing that
9 response to our objection would come to the
10:40AM 10 conclusion that the special master had
11 foresworn advocacy, and so that was what we
12 were operating on, that understanding.

13 Then when this Court issued the sale
14 process order, it does have language in it.
10:40AM 15 The special master referred to that language,
16 but looking at that language, Your Honor, I'm
17 going to -- you know well, but I'll quote it if
18 I could. This is -- the March 22nd order says
19 that the special master shall use best efforts
10:40AM 20 to obtain guidance from OFAC expressing OFAC's
21 view of the process and the likelihood it will
22 issue a specific license for the sale to close.

23 In our judgment, going back to what I
24 said earlier, we think there's a categorical
10:41AM 25 difference between seeking guidance from OFAC

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 and engaging in advocacy to OFAC to change its
2 position. So we don't think that that language
3 from the March order resolved the objection or
4 put us on notice that the special master was
10:41AM 5 going to engage in advocacy to change OFAC's
6 position. We don't think it would be
7 reasonable to read it that way or to hold us to
8 an understanding of that based on that. With
9 respect to the subsequent actions of the
10:41AM 10 special master interacting with OFAC, they were
11 reported as just providing OFAC with updates
12 and status updates, essentially.

13 Then we get to December 30, 2022, and we
14 learn for the first time that the special
10:41AM 15 master is planning to have a meeting with OFAC.
16 That meeting was planned for January 12th. On
17 January 3rd, we learn for the first time that
18 it is the intention, as we said earlier, as we
19 understand it, of the special master to engage
10:42AM 20 in advocacy that OFAC change its position. And
21 that is why the presence of the Venezuela
22 parties as observers would chill the
23 discussion. So the first time we think that we
24 are in a position to know that the special
10:42AM 25 master is planning to do something that we

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 understood the special master had foresworn
2 earlier was January 3rd.

3 Now, we then moved for an order allowing
4 us to observe the meeting on January 9th. This
10:42AM 5 Court ruled that that motion was untimely, but
6 whether that motion was untimely because the
7 meeting was just a few days hence is a
8 different question from the question of whether
9 we made an untimely objection to the -- to what
10:43AM 10 we believe would be improper advocacy. Our
11 moving papers on that, in that proceeding, made
12 very clear that we thought it would violate the
13 operable requirements of Section 455 of the
14 special master to engage in that advocacy.

15 And given that, I just don't think
16 there's a basis for saying that we acted in a
17 dilatory way, and certainly no basis for
18 thinking that we did anything like what the
19 Third Circuit, as we understand it, has said is
10:43AM 20 the basis for an untimeliness objection, namely
21 engage in strategic behavior. We moved as soon
22 as we knew that there was a problem with the
23 special master engaging in advocacy. We don't
24 think there's a timeliness problem there.

10:43AM 25 And we also said in our papers we don't

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 think that we can waive -- that an objection to
2 that kind of lack of impartiality is not
3 something we can waive. We can consent in
4 advance to that kind of discussion occurring,
10:44AM 5 but we don't think we can engage in waiver by
6 inaction, even if we hadn't taken the actions
7 we took, which we think should definitely be
8 sufficient to preserve that objection.

9 THE COURT: So in the recitation, you
10 say we moved as soon as we could, meaning
10:44AM 11 January 9th. But you admit you knew
12 everything, including to the extent it's fair
13 to distinguish between advocacy and ex parte
14 meetings, you knew by January 3rd.

15 Now, I understand it's not a lot of time
16 between January 3rd and January 9th. My
17 problem is the time between January 9th and
18 January 11th is even shorter. I give full
19 credit to my staff and my law clerk. We moved
10:44AM 20 heaven and earth in 48 hours to get briefing on
21 your motion and get you a decision on it before
22 January 12th, but I think the timeliness
23 analysis has to be -- has to factor in how much
24 notice you gave to the Court.

10:45AM 25 It's unclear to me, and I guess this is

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 my question, what a litigant can reasonably
 2 expect a Court to do with a motion on
 3 January 9th about a meeting that's been in the
 4 works for a long time that's 48 to 72 hours
 10:45AM 5 later when it's a motion that, if credited,
 6 threatens a process that's been laboriously
 7 litigated and expensively litigated for five or
 8 six years. Seems to me, by all rights, I may
 9 not have even noticed your motion, much less
 10:45AM 10 entered a briefing schedule and resolved it in
 11 that limited time frame. So taking six of the
 12 eight or nine available days seems to me too
 13 much under these extraordinary circumstances.
 14 Could you respond to that.

10:46AM 15 MR. VERRILLI: Well, again,
 16 respectfully, we would disagree, even with
 17 respect to question of the motion itself, which
 18 was a motion that the meeting not occur ex
 19 parte, that we be able to observe. That was
 10:46AM 20 the motion before the Court, and we very much
 21 appreciated the Court's effort to resolve that
 22 motion. We have tried to explain in the papers
 23 why it was four business days, why it took us
 24 four business days, given the coordination that
 10:46AM 25 needed to occur on our side. The Court can

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 find that problematic if it wants with respect
 2 to the timeliness of the motion to participate
 3 in the meeting. But that is a different thing
 4 than whether the conduct that occurred at the
 10:46AM 5 meeting is disqualifying. If our surmise is
 6 correct and our position on the law is correct,
 7 which we think it is, it's disqualifying.

8 THE COURT: If so, it seems logical
 9 to me that your January 23rd motion to
 10:47AM 10 disqualify is even more untimely because it was
 11 not clear to me -- there was one citation, I
 12 think, to 455 in the papers relating to the
 13 meeting, but it was not clear to me that by
 14 denying your motion relating to the meeting
 10:47AM 15 that what I was going to end up with was, you
 16 know, the contention by your side that now I
 17 have to disqualify the special master and
 18 potentially myself. So to the extent that was
 19 not clear -- you may think -- you said it's
 10:47AM 20 clear. I don't know that it's clear in your
 21 initial motion. Hypothetically, if you accept
 22 the assumption that it was not clear in your
 23 January 9th motion, isn't the January 23rd
 24 motion even more untimely?

10:47AM 25 MR. VERRILLI: No. Respectfully,

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 it's not, and a couple of things, if I could,
 2 going back to the sequence of the briefing.
 3 The way the briefing unfolded in that
 4 compressed period of time there is we filed an
 10:48AM 5 opening brief, an opening motion, and we were
 6 trying to be circumspect about what the
 7 intentions of the special master were with
 8 respect to advocacy. We mentioned it in the
 9 opening papers. We were trying to be
 10:48AM 10 circumspect about it because we didn't want to
 11 be accusatory in a situation that we thought
 12 remained somewhat ambiguous, despite the
 13 conversation that occurred earlier.

14 The response of the special master left
 10:48AM 15 us with a high degree of concern that, in fact,
 16 the special master planned to engage in the
 17 kind of advocacy that we thought was
 18 inappropriate. And I think our reply papers
 19 were quite clear that we thought it was not
 10:48AM 20 something that could happen at all, much less
 21 ex parte, so that's why things unfolded the way
 22 they did then.

23 And I do not -- and, again, Your Honor,
 24 if this was conduct in which the special master
 10:49AM 25 should not have engaged, we never consented to

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 it. And given that we didn't consent to it, we
 2 can't have waived our objection to it, and I
 3 just think that's the law of the circuit.
 4 That's the law generally, that if this is
 10:49AM 5 disqualifying conduct, then it is something
 6 that we are entitled to object to on
 7 January 23rd, so that is our position on waiver
 8 and timeliness.

9 THE COURT: Okay. Anything else you
 10:49AM 10 want to --

11 MR. VERRILLI: I'd be happy to wait
 12 for rebuttal and clarify more then. Thank you.

13 THE COURT: We'll get you back on
 14 rebuttal. Thank you very much.

10:49AM 15 While it's on my mind, Mr. Eimer, any
 16 objection to April 30th for the report?

17 MR. EIMER: No, Your Honor, no
 18 objections for Citgo or PDV Holdings.

19 THE COURT: Anybody else? Anybody
 10:50AM 20 have objections to April 30th?

21 I'll note for the record no objections,
 22 so the April 30th granted.

23 Lets get Mr. Schrock on what you just
 24 heard for the motion to disqualify.

10:50AM 25 MR. SCHROCK: Good morning again,

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Your Honor. Again, Ray Schrock, Weil Gotshal
2 on behalf of the special master.
3 So I tried to listen very carefully to
4 counsel's argument around disqualification, and
10:50AM 5 I think what I heard was that if the special
6 master were arguing for a change in position,
7 that that would be disqualifying conduct. Or
8 change in policy. And I can certainly confirm
9 for the Court and the parties we're not
10:50AM 10 arguing, certainly, for a change in policy or
11 to subordinate foreign policy to the Court's
12 judgment.
13 At our meeting, in the more than
14 23 months since the special master was
10:51AM 15 appointed in these cases, we have dutifully
16 tried to carry out the direction by this Court,
17 which included carrying out the specific
18 process that, you know, the Court -- we've
19 litigated and now the Court has actually
10:51AM 20 approved. And pursuant to the sale process to
21 the sale procedures order, we solicited OFAC
22 guidance and clarity in a manner that's
23 consistent with all of our arguments at -- you
24 know, in support of the sale process sale
10:51AM 25 procedures order that we needed clarity about

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

38

1 what the U.S. government's position would be.
2 That is in no way disqualifying conduct. It is
3 completely consistent with everything that
4 we've been doing since Mr. Pincus was appointed
10:52AM 5 in this matter, and it certainly is not
6 inappropriate, and there's no disputed fact
7 before the Court on which to disqualify the
8 special master.
9 Your Honor, I do think it's relevant that
10:52AM 10 you've already -- the Court's already somewhat
11 addressed this issue. In the January order, I
12 believe in the footnote, you noted that if the
13 Court -- to the extent this could even be
14 framed as advocacy, and, frankly, I regret that
10:52AM 15 we even used that word -- that in trying to
16 enforce the Court's order, that is not
17 inappropriate conduct. There's been nothing
18 new that has been raised here. We don't even
19 know the position of the U.S. government. We
10:52AM 20 are specifically authorized to have ex parte
21 communications, and, frankly, I don't think any
22 party could reasonably argue that having those
23 ex parte communications does not help further
24 the enforcement of the Court's order.
10:53AM 25 I don't think that, you know, we are

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 asking even for a change in position as well
2 with the U.S. government. We were seeking
3 clarity and guidance about what their position
4 is. We certainly have a view that the sale
10:53AM 5 process would be maximized for the benefit of
6 all of the creditors, as well as the Venezuela
7 parties, if we had guidance from OFAC and we
8 have clarity, as we outlined, for purposes of
9 enforcing the Court's order, but I don't
10:53AM 10 understand. I don't think there's been any
11 record made how that would even be
12 inappropriate.
13 We won't -- I won't go through chapter
14 and verse how many times we've been authorized
10:54AM 15 to communicate ex parte with parties. I don't
16 think that is seriously in dispute. But, Your
17 Honor, you know, having been involved in this
18 matter now for a couple of years, it's clear
19 that as we get closer to the possibility of the
10:54AM 20 sale process potentially being implemented,
21 there's going to be more objection to, you
22 know, it moving forward. That has been --
23 that's certainly -- you know, we would expect
24 that because that's -- you know, I think the
10:54AM 25 Venezuela parties would admit they don't want

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

40

1 the process to move forward.
2 So we don't begrudge them for making any
3 arguments today. We don't call balls and
4 strikes. We are trying hard to implement the
10:55AM 5 Court's order, but I do think it's noteworthy
6 that it's already been decided by the Court.
7 There's no disputed factual issue here for the
8 Court that would call for the disqualification
9 of the special master, and I think that it's --
10:55AM 10 I don't really understand this line that
11 counsel is trying to draw around advocacy
12 versus trying to enforce the Court's order.
13 In order to get this guidance, we were
14 directed to go get guidance from OFAC. We have
10:55AM 15 a view that the process will be enhanced if we
16 get clarity and guidance from OFAC. OFAC
17 hadn't refused to give guidance in the past,
18 but they simply will speak for themselves about
19 what their position is. Our job was to get
10:56AM 20 that clarity and guidance so we could make an
21 informed decision for purposes of the
22 supplemental report, decide whether or not to
23 recommend to the Court and the parties to
24 prepare for the preparation launch date and the
10:56AM 25 launch date of the marketing process, and

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 otherwise move these proceedings forward. We
 2 have billions of dollars in judgments that are
 3 unsatisfied and that have been unsatisfied for
 4 years. There are new judgments that have been
 5 recently -- conditional writ of attachments,
 6 writs of attachment, that have been considered
 7 by the Court, and we simply want to move this
 8 process forward in a fair and expeditious
 9 manner.

10 On the waiver issue, Your Honor, I do
 11 think that we make the point in our papers,
 12 listen, we believe there was some strategic
 13 delay around this and bringing this up a mere
 14 three days before the meeting before the Court,
 15 we think, is simply too late, and especially
 16 given that I know personally that these
 17 meetings with the U.S. government have been
 18 taking place for, you know, since 2021, and,
 19 you know, that is that -- since that summer, we
 20 have always met with the U.S. government on an
 21 ex parte basis, consistent with the directions
 22 from this Court.

23 I think the Venezuela parties clearly
 24 have failed to meet their substantial burden of
 25 a disqualifying basis. I think that the motion

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 is untimely. I think the Court's already ruled
 2 on this issue, and given there's no disputed
 3 evidentiary fact, I think the motion should be
 4 denied.

5 THE COURT: Thank you. I've got a
 6 few questions for you.

7 MR. SCHROCK: Sure.

8 THE COURT: I don't know if I'm going
 9 to have to draw with clarity the line between
 10 advocacy and non-advocacy, but I wanted to go
 11 over some of that a little bit with you as I
 12 did with Mr. Verrilli.

13 The Venezuela parties write in one of
 14 their briefs at page ten, they say, "Advocacy
 15 by a judge to the U.S. government can create
 16 undue influence and cause separation of powers
 17 concerns." Of course, they're not suggesting
 18 that I've done that, but I think they're saying
 19 perhaps Mr. Pincus has done it, and they want
 20 to illustrate that I couldn't do that.

21 "Advocacy by a judge to the U.S.
 22 government can create undue influence and cause
 23 separation of powers concerns." Do you agree
 24 with that as a principle but say it's not
 25 applicable here, or do you disagree with that

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 as a principle?

2 MR. SCHROCK: I just don't think it's
 3 applicable here, Your Honor, for purposes of
 4 this case. Again, we were not arguing for a
 5 change in foreign policy. We were not arguing
 6 for a change in priorities. We were not
 7 arguing that the U.S. government change its
 8 position. What we were trying to impress upon
 9 the U.S. government is that we needed guidance,
 10 and we think that the guidance would be helpful
 11 in order to allow the sale process to move
 12 forward. And I don't see how, especially under
 13 these facts, where the Court's already entered
 14 an order, we're in the remedy enforcement phase
 15 of these proceedings, and seeking this guidance
 16 when you've got these particular facts, I don't
 17 understand how that would be implicating
 18 separation of powers issues, but in any event,
 19 I don't think those are the facts before the
 20 Court.

21 THE COURT: Here's how the Venezuela
 22 parties put, I think, the same issue, so it's
 23 probably the same response. It's in the reply,
 24 and I recognize you have a former chief justice
 25 of our Supreme Court on your litigation team,

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 but they write, "Surely this Court could not
 2 walk into Delaware Supreme Court and urge them
 3 to issue an opinion agreeing with Crystallex's
 4 view of what the Delaware code requires."

5 Again, do you agree with that as a
 6 principle and say it's not applicable?

7 MR. SCHROCK: I would say it's not
 8 applicable here, Your Honor. And, again, we --
 9 I don't think that those are the facts,
 10 certainly, before the Court, Your Honor, but
 11 when a Court is -- I think we've made the case
 12 pretty persuasively the Court has an inherent
 13 power to enforce its own judgments. We've laid
 14 out a process to do that. We believe that
 15 input from the executive branch is necessary in
 16 order to maximize value. The Court can either
 17 decide that that is necessary or that isn't
 18 necessary, but that certainly wasn't -- those
 19 aren't the facts before the Court.

20 THE COURT: Are the Venezuela parties
 21 telling on January 3rd something new was
 22 disclosed to them, this advocacy point? I'm
 23 now understanding your position seems to be
 24 whatever word we used, it was not any change in
 25 the special master's approach.

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MR. SCHROCK: It was not at all.
2 And we weren't advocating on behalf of
3 any party, and we won't. We were simply
4 advocating -- or we were simply -- I'll restate
11:01AM 5 this. We were simply making the point that in
6 order to have the Court's order enforced, for
7 the sale process to move forward, that we
8 believed further guidance from the executive
9 branch was absolutely critical to do that.
11:02AM 10 THE COURT: I think there was a
11 suggestion that we should read into your
12 opposition to having the Venezuela parties and
13 perhaps other sales parties in the room at the
14 meeting on January 12th should indicate that,
11:02AM 15 perhaps before the motion but who knows, that
16 you did have some sort of intent at some point
17 to advocate or do something different than
18 you've done in earlier meetings. Otherwise,
19 why would you oppose them observing? Could you
11:02AM 20 respond to that suggestion.
21 MR. SCHROCK: I think we haven't
22 wanted them present at, certainly, at other
23 meetings. We thought that particularly here,
24 when we're dealing with sensitive issues like,
11:02AM 25 you know, getting clarity and guidance from the
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 executive branch about the proposed sale
2 procedure, that it's important that that
3 dialogue be allowed to be conducted
4 confidentially without having the litigants
11:03AM 5 from either side present and kind of weigh in
6 because I don't think we get a full and frank
7 dialogue around it.
8 Certainly, Your Honor, I won't be
9 disclosing anything confidential to say we
11:03AM 10 don't know. We do not know what the U.S.
11 government's position is at this point. We
12 know that they're going to issue guidance, and,
13 you know, we'll await when that comes.
14 THE COURT: Okay. Anything else?
11:03AM 15 MR. SCHROCK: That's it, Your Honor.
16 THE COURT: Thank you very much.
17 We'll hear now from Crystallex.
18 Good morning.
19 MR. ESTRADA: Good morning, Your
11:04AM 20 Honor. Miguel Estrada -- for the benefit of
21 the court reporter, E-s-t-r-a-d-a -- with
22 Gibson, Dunn, and Crutcher in Washington on
23 behalf of Crystallex.
24 I will start by saying that someone once
11:04AM 25 said that Mark Twain supposedly said that
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Wagner's music is not as bad as it sounds, and
2 I think we have the flip side here, in that I
3 have the greatest admiration for Mr. Verrilli,
4 counsel for the Republic, and his extremely
11:04AM 5 gifted advocacy, but his mellifluous tone
6 cannot hide the unreasonable of his client's
7 position on these motions.
8 Let me start with timing. And there's
9 this question about what this issue is that the
11:04AM 10 Republic and its advocating entities are really
11 complaining about, and they shift back and
12 forth depending on the convenience of the
13 situation, but let's keep firmly in mind that
14 the recusal motion is supposedly based on
11:05AM 15 Section 455(b)(1) and the assertion that by
16 meeting ex parte with OFAC, the special master
17 has supposedly acquired knowledge of disputed
18 evidentiary facts, and that is the key to the
19 recusal motion. And the position of OFAC is a
11:05AM 20 disputed evidentiary fact in the action.
21 Now, there are problems on the merits of
22 that that I'll get to presently, but for
23 purposes of waiver, I think it bears noting two
24 things: That the notion that the special
11:05AM 25 master was meeting ex parte with OFAC has been
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 clear for years. It was clear when the draft
2 sales order was in front of the Court. It was
3 clear when we had an all-day hearing on
4 November 8, 2021. It was the subject of
11:05AM 5 colloquy. It was told to the Court. The Court
6 had a colloquy with Mr. Covney (phonetic)
7 which we put in the papers about whether going
8 to OFAC was going to be a problem, and the
9 response was -- I will emphasize again -- it
11:06AM 10 will not give clarity to the market. It's not
11 a license. If it's not a license, it's
12 worthless. It's a license or bust. But it was
13 never it would be unethical for the special
14 master to go speak to OFAC or have a
11:06AM 15 conversation with OFAC.
16 And in the ensuing years, we have the
17 special master submitting reports and bills to
18 the Court which we know for a fact Venezuela
19 has fly-specked to the last penny in which
11:06AM 20 there was disclosed to the Court there had been
21 meetings between the special master and OFAC,
22 and there was never a peep out of the Republic
23 or its satellites saying isn't that unethical,
24 isn't that a basis for disqualification.
11:06AM 25 We get to the fire drill earlier this
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 year, January 9th, on one of the most
 2 astounding facts about the case on timeliness.
 3 And I think the smoking gun on how this is just
 4 tactical behavior on the behalf of the Republic
 11:07AM 5 is the fact that the Republican satellites came
 6 to you on an emergency basis to be permitted to
 7 attend the meeting. Never once did they say to
 8 Your Honor, "And if the meeting happens without
 9 our attendance, there will be a basis for
 11:07AM 10 mandatory disqualification."
 11 455(b)(1) is not mentioned at all. You
 12 can look word by word in their pleadings. Not
 13 mentioned at all.
 14 Now, it is not the case that the
 11:07AM 15 Republican satellites are in a lack of, like, a
 16 squadron of talented lawyers. If they cited at
 17 some level 455(a) for a general proposition of
 18 due process, it's inconceivable that they have
 19 not thought of the fact that weeks later they
 11:07AM 20 would be coming to the Court saying, "A-ha, got
 21 you now." That is clear evidence of tactical
 22 behavior on the part of the Republic.
 23 And the fact that they could not think of
 24 mentioning this, their grounds for mandatory
 11:08AM 25 disqualification that formed the centerpiece of

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 this motion could not be mentioned then and
 2 only be sprung on the Court a couple of weeks
 3 later as if it had never occurred to anybody or
 4 they just found the statute, it's just
 11:08AM 5 incredible on its face.
 6 THE COURT: There was -- I think
 7 Mr. Verrilli sort of pre-rebutted that by
 8 saying they were trying to be circumspect in
 9 their papers. Any response to that?
 11:08AM 10 MR. ESTRADA: Yes, of course. That's
 11 called forfeiture and waiver. If I'm
 12 circumspect by not speaking out reasonably,
 13 that's called forfeiture and waiver. I can be
 14 as circumspect and respectful as I like, but I
 11:08AM 15 think you are -- if you are going to stand on
 16 your rights and say to a Court this is what
 17 will happen as a consequence of the actions if
 18 you don't rule in my favor, you are required to
 19 assert that reasonably and not later when you
 11:08AM 20 have seen what technical advantage you can get
 21 out of the first try. That's not how legal
 22 rulings work.
 23 But I think more fundamentally, on the
 24 merits, the fundamental problem with this
 11:09AM 25 motion is, first, is that it is based on the

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 notion that the position of OFAC is a "disputed
 2 evidentiary fact concerning the proceeding," to
 3 use the language of 455(b)(1), and that's just
 4 not so. This Court is not going to rule on
 11:09AM 5 what the position of OFAC is. The position of
 6 OFAC is an input, and a legal one, in the
 7 decision-making by this Honor, by Your Honor.
 8 I mean, it's not like, you know, was the light
 9 red or was it green when I ran through it and
 11:09AM 10 Your Honor was picking up his cleaning across
 11 the street and is in possession of disputed
 12 evidentiary facts as to whether the light was
 13 green or red, or it's not as if OFAC, if it
 14 were to come through its own attorneys to the
 11:09AM 15 Court saying this is our position, would be
 16 subjected to you saying no, I find that's not
 17 your position. That's not a disputed
 18 evidentiary fact in the proceeding. It's not
 19 like you're going to find the opposite of what
 11:10AM 20 the decision really is. It's a legal input in
 21 the decision-making. And so the whole
 22 applicability of 455 and 455(b)(1) and the
 23 whole notion that the special master is going
 24 to acquire knowledge over disputed facts is a
 11:10AM 25 false premise for the entire recusal motion.

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Having said that, there's a next fallacy
 2 in the position, which is that to the extent
 3 this was an input that had a factual component
 4 to it, the ship has sailed. DI 453, March 2nd,
 11:10AM 5 last year, you issued a very lengthy order
 6 taking into account what every party was saying
 7 about how the OFAC regime applies to this case,
 8 and you made clear -- and as we saw it, OFAC
 9 agreed with you on this -- that the sale
 11:11AM 10 process would go forward short of a sale, and
 11 that for prudential reasons, you might delay
 12 the start of the sales process and seek the
 13 views of OFAC just to see how the market would
 14 react. That, again, is not a disputed
 11:11AM 15 evidentiary fact on anything you found. You
 16 already made all the findings.
 17 And in fact, you say at page 29 of DI 443
 18 in footnote 22, "OFAC appears to recognize that
 19 it can make this request. That is to say, they
 11:11AM 20 do not go forward with the prefatory sales
 21 process short of a sale, but cannot compel the
 22 Court to grant it." So these issues have been
 23 fully adjudicated. They're no longer open.
 24 If OFAC were to express the view "I
 11:11AM 25 rather you wouldn't," it would still be open to

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 you to say I've already ruled that. I'll go
 2 forward anyway. I was just trying to get their
 3 views to see if it would help the market
 4 process as the special master said it might.
 11:12AM 5 Again, their legal position is a legal input in
 6 your decision-making, and in the
 7 decision-making that you've already ruled on.
 8 That's point one.
 9 The next point is that there is this
 11:12AM 10 sleight of hand about how anything that the
 11 special master is doing or anything that may be
 12 happening is lobbying the executive branch for
 13 a change in the foreign policy position of the
 14 United States. That is false, and there's no
 11:12AM 15 evidence for that.
 16 We have two data points on this. We have
 17 a statement of interest that was admitted to
 18 Your Honor in the Trump Administration -- I
 19 think it was July 2020 -- in which the
 11:12AM 20 administration was very careful to say, "At
 21 this time we have the following view" while
 22 telling Your Honor that they did not see a
 23 legal impediment to you going forward with the
 24 prefatory steps as you later did.
 11:13AM 25 And the second input we have on that is
DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 the denial without prejudice of our license
 2 application in 2021 where, again, OFAC said,
 3 and you can go look at the document, again and
 4 again, "Now, at this time, at this present
 11:13AM 5 moment, this is our view right now." In fact,
 6 it went so far as to say "If you come back to
 7 us in early 2022, we may have a different view
 8 of these things because we're basing this on
 9 the fact that there are ongoing talks in Mexico
 11:13AM 10 City, that it's an especially sensitive time,
 11 and we're not saying how we're going to rule in
 12 the future."
 13 Significantly, in that same letter, OFAC
 14 recognizes and reauthorized the prefatory steps
 15 and expressed no disagreement with it and also
 11:13AM 16 said the Court has recognized that the ultimate
 17 blocking of the transaction is something that
 18 is up to the executive and may require a small
 19 delay in the sale. Now, this is years later
 11:14AM 20 now. So the notion that there is some lobbying
 21 for a change in some established foreign policy
 22 position, when at present we don't actually
 23 know who our government actually recognizes as
 24 the government of Venezuela or if there is a
 11:14AM 25 government of Venezuela other than the de facto
DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 government of the dictatorship, is sort of
 2 fallacious on its own terms. There is no
 3 advocacy for a change. There is, at most, a
 4 question being asked as to what your current
 11:14AM 5 position is.
 6 THE COURT: I want to make sure I
 7 understand your position. I recognize that
 8 it's at least in part that there's no evidence
 9 that the special master has asked for a change
 11:14AM 10 in foreign policy or a change in how to handle
 11 a license request. Should I assume you agree
 12 that if the special master or I did ask OFAC to
 13 change foreign policy or please grant a
 14 license, something to that effect, that you
 11:15AM 15 agree that would be improper?
 16 MR. ESTRADA: No, I don't agree with
 17 that at all.
 18 THE COURT: Help me on that.
 19 MR. ESTRADA: I think there are two
 11:15AM 20 points to that. I think Your Honor has agreed
 21 that OFAC has the legal authority to issue or
 22 not to issue a license. And OFAC, for its own
 23 internal consideration, may take foreign policy
 24 into consideration as to whether the answer on
 11:15AM 25 the license would be yea or nay. I think for a
DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Court to say I have a preference for my
 2 judgments to be executed and, therefore, you
 3 should, having made the execution of the
 4 judgment, wait this long, you should weigh your
 11:15AM 5 policy preferences differently, it's not
 6 inappropriate at all because I think it's
 7 appropriate for the Court always to advocate
 8 for their own institutional interest and the
 9 importance of their own judgments.
 11:15AM 10 Now, it's not the case, as was intimated
 11 by counsel for the Republic, that it is
 12 categorically improper for a Court to take a
 13 view of foreign policy interests that are
 14 different from those of the executive. I'll
 11:16AM 15 give you one example. The executive is a
 16 litigant in the courts of the United States
 17 every day, and every day or every other day the
 18 executive will come to the Courts of the United
 19 States and make some argument based on some
 11:16AM 20 foreign policy interest, say, for example, to
 21 take a notable example, *Trump versus Hawaii*,
 22 when Trump had the so-called Muslim ban. There
 23 was some question about whether he had some --
 24 he, the president, had his own foreign policy
 11:16AM 25 judgment that will delay that. And the Courts
DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 are always there to say, okay, that may be
 2 correct, but I weigh that in executing my job
 3 for the value that it is worth. I will not
 4 defer blindly to it in all circumstances.

11:16AM 5 You have to apply the licensing law,
 6 which recognizes that the ultimate sale will
 7 not take place absent the license, but the
 8 considerations expressed by the executive one
 9 way or the other are those of a kind the U.S.

11:17AM 10 courts see every day in a number of contexts
 11 and sometimes are weighty and sometimes are not
 12 weighty. And it's not categorically the case
 13 that U.S. district judges or appeals judges or
 14 the U.S. Supreme Court are meant by separation

11:17AM 15 of powers to fall to the ground prostrate every
 16 time there is an executive claim that foreign
 17 policy would be served by X, Y, or Z. That's
 18 not the case. So I don't agree with that
 19 proposition.

11:17AM 20 If the Court is saying there is an
 21 institutional interest in the enforcement of
 22 foreign judgments, and you therefore consider
 23 whether you have -- there would be nothing
 24 inappropriate with that, I disagree with the

11:17AM 25 Republic on that. I don't think they're

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 correct.

2 More fundamentally, though, I think that
 3 what we have now here is enforcement of a
 4 judgment that has already been adjudicated by

11:18AM 5 this Court, and, you know, the irony of this
 6 situation is that we have an attachment, which
 7 is a species of a property right, and the
 8 Republic is acting as if they have a property
 9 right in the continuance in the foreign policy

11:18AM 10 views that were expressed years ago, and if --
 11 property right in blocking everybody from
 12 finding out whether that same view subsists
 13 today.

14 And to be in the room like the cousin

11:18AM 15 from *The Godfather* who was brought from Italy.
 16 He glared down the civil servants who have to
 17 meet with the special master who say two years
 18 ago your foreign policy said that, the U.S.
 19 government is perfectly capable of speaking

11:18AM 20 through its own mouth. It doesn't need tin-pot
 21 dictators in other countries, it doesn't need
 22 foreign countries to say what the foreign
 23 policy of the United States is. The executive

11:19AM 24 branch speaks as to what its interest are every
 25 day in federal courts. If the special master

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 were to have a conversation with OFAC or DOJ or
 2 whoever the case may be in which -- which
 3 caused the special master to make a
 4 recommendation to the Court that the executive

11:19AM 5 felt was not in accord with what happened,
 6 everybody can be assured that there would be a
 7 filing with the Court saying that's not our
 8 position. The executive has whatever position
 9 it will have. And as I said, it's not a fact

11:19AM 10 to be adjudicated. It is what it is, and the
 11 Court will give it whatever legal weight it has
 12 in the legal analysis.

13 But it's not up for grabs for
 14 adjudication. It's not a disputed fact. To

11:19AM 15 the extent disputed facts were relevant, they
 16 were long ago adjudicated, and all that
 17 remains, as the Third Circuit, said is
 18 executing the judgment.

19 Under the theory of this motion, if you

11:19AM 20 were to go to the U.S. government and you said,
 21 quoting the Third Circuit, that every day
 22 Crystallex is not paid is an affront to the
 23 justice system, that doesn't mean that you
 24 should be recused and the Third Circuit be

11:20AM 25 recused because God forbid they're expressing a

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 view that's somehow hectoring the executive
 2 branch into the notion that the judgments of
 3 our courts are not optional and that they
 4 should be obeyed. And that is not the law, has

11:20AM 5 never been the law, and it is, frankly, an
 6 absurd conception of how 455, the canons, work
 7 and how the enforcement of the judgment work.

8 And I think I pretty much covered the
 9 subject of the motion, but I'm open to

11:20AM 10 questions.

11 THE COURT: Just one last. On the
 12 waiver, to the extent you see it as you do, as
 13 a separate ground from timing, per se, help me

14 out on how I can say their right to seek

11:20AM 15 disqualification is waived since their argument
 16 seems to be, basically, you can never waive
 17 that. A judge or a special master might do
 18 something that mandates their disqualification.

19 MR. ESTRADA: That are two aspects to

11:21AM 20 that, and one of them is the waiver. They
 21 affirmatively agreed to that process in the
 22 context of the adoption and then the execution
 23 of the sales order up until January, so that's
 24 waiver in the old common law sense, the

11:21AM 25 affirmative embracement of that course of

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 conduct.
 2 I think the point they're making, and
 3 this is why I started with 455(b)(1), is that
 4 the acquisition of knowledge of disputed
 11:21AM 5 evidentiary facts is a non-waivable basis for
 6 disqualification. As we pointed out in our
 7 papers, that doesn't mean the timing of the
 8 motion and the fact that it is revealed to be
 9 tactical is not relevant on whether you have
 11:21AM 10 asserted your rights on a timely basis. Now, I
 11 covered already why this is not a disputed fact
 12 and it fails on the merits, but on the timing
 13 it seems to me it would be impossible to
 14 conclude, based on the conduct of the Republic
 11:22AM 15 since this was in draft form, through the
 16 submission of the master of all the bills, and
 17 then the fact that they filed a motion in early
 18 January in which they could not be bothered to
 19 cite the same statute which they were going to
 11:22AM 20 cite two weeks later, that this is not tactical
 21 conduct. And I think tactical conduct does
 22 bear on the timeliness question that is
 23 separate from waiver.
 24 They may not have agreed, in fact, they
 11:22AM 25 might have the affirmative intention of not

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 agreeing and using this as a tactical weapon,
 2 but the Courts are not -- are not required
 3 merely -- merely because they have no
 4 subjective intention in January to agree to
 11:22AM 5 this to accept that they didn't have a tactical
 6 reason in playing this sort of game with the
 7 Court and in holding the motion untimely on
 8 that basis.
 9 The lack of timeliness, seems to me, has
 11:22AM 10 nothing to do whether they consciously agreed
 11 to this course of action, which I think they
 12 did earlier and throughout, but if they were
 13 saving this as a weapon in reserve. They had
 14 it in the back pocket, which seems to me
 11:23AM 15 clearly tactical behavior that is relevant to
 16 the timing of the motion because it is beggars
 17 comprehension how a fleet of the most expensive
 18 lawyers in the United States other than me
 19 could have failed to think that this subsection
 11:23AM 20 of the statute would be useful to cite in
 21 January 9th as something the Court should
 22 consider. And the conclusion is unavoidable
 23 that it was purely tactical behavior on the
 24 part of the Republic, as Venezuela has always
 11:23AM 25 tried to do to throw sand in the gears of the

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 enforcement process.
 2 THE COURT: Does ConocoPhillips wish
 3 to be heard?
 4 MS. WOLF: Very briefly, Your Honor.
 11:24AM 5 THE COURT: Good morning.
 6 MS. WOLF: Good morning. Amy Wolf
 7 from Wachtell, Lipton, Rosen, and Katz on
 8 behalf of ConocoPhillips.
 9 Your Honor, we submitted a letter. We
 11:24AM 10 think that the motion merely -- no disrespect
 11 intended -- has no merit. The special master
 12 was charged with the mandate of devising a plan
 13 to sell the shares, to sell the PDVH shares.
 14 That's his job, and he was also given
 11:24AM 15 permission and the mandate to collectively
 16 engage with the executive branch. That's all
 17 that's happened here. Framing this as somehow
 18 the special master thinking that he could
 19 convince the federal government to change its
 11:24AM 20 foreign policy it seems to me to be rather a
 21 stretch to try to frame what he has done as
 22 trying to get the United States to change its
 23 foreign policy. His job is to try to get the
 24 sale to happen, and he's allowed to talk to the
 11:25AM 25 executive branch to do that.

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 And I similarly can't understand how he
 2 could be disqualified for doing his job.
 3 THE COURT: Okay. Thank you very
 4 much.
 11:25AM 5 Mr. Verrilli.
 6 MR. VERRILLI: Thank you, Your Honor.
 7 There are four points I'd like to make. The
 8 first one goes to the question that you and
 9 Mr. Estrada were discussing about timeliness,
 11:25AM 10 waiver, sandbagging, et cetera. Mr. Estrada is
 11 a superb lawyer, and he's a good friend.
 12 THE COURT: Apparently expensive too.
 13 MR. VERRILLI: And more expensive
 14 than me. And he's often right, but he just has
 11:26AM 15 the basic facts wrong with regard to what
 16 happened in the briefing of the timeliness
 17 motion, and with Your Honor's indulgence, I'm
 18 going to read the sentences from the motion --
 19 from the response to the special master and
 11:26AM 20 from our reply.
 21 In our opening motion on page seven,
 22 after we first discussed what would be
 23 455(b)(1), as Mr. Estrada says, we then said --
 24 this is where we were trying to be circumspect.
 11:26AM 25 We were circumspect but not unclear. We said,

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 "Indeed, it obviously would be improper for the
 2 special master to contact OFAC unilaterally to
 3 urge that the government take any position on
 4 way or the other, particularly on an ex parte
 11:26AM 5 basis." We cite a number of authorities, and
 6 then we cite 28 U.S.C. 455(a) and we quote it.
 7 Then in response, the special master
 8 said -- and this is what gave us particular
 9 cause for concern -- and this is at page five
 11:26AM 10 of the special master's response, that "It is
 11 undeniable that the mere presence of the
 12 Venezuela parties would influence the
 13 discussions and would undermine the core
 14 purpose of the meeting, namely, to solicit
 11:27AM 15 OFAC's unencumbered views on the sales process,
 16 hear the special master's perspective on why
 17 OFAC cooperation with the Court's order is
 18 appropriate and necessary." And then it goes
 19 on.
 11:27AM 20 That's what the special master said he
 21 was doing and it's why he said we needed to be
 22 excluded from the meeting, because we would, in
 23 the words of the special master this morning,
 24 it would discourage full and frank conversation
 11:27AM 25 between the special master and the executive
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 branch on the question of why OFAC cooperation
 2 with the Court's order is appropriate and
 3 necessary.
 4 Then in our reply, and this is on page
 11:27AM 5 seven of the reply, we say that the special
 6 master does not respond to the Venezuela
 7 parties' authority, establishing that it would
 8 be a violation of judicial ethics and grounds
 9 for disqualification if the special master were
 11:28AM 10 to advocate for OFAC to take a particular
 11 position, other than to compound the problem by
 12 admitting an advocacy plan and engaging in such
 13 advocacy and wrongly claiming that this Court
 14 has already authorized him to engage.
 11:28AM 15 We specifically raised 455(a). We
 16 specifically said that the conduct about which
 17 we were complaining is a ground for
 18 disqualification in that motion. It's
 19 something we held in reserve.
 11:28AM 20 THE COURT: Any reference to 455(b)?
 21 MR. VERRILLI: Yes. We also
 22 discussed 455(b)(1) because we made two
 23 arguments. 455(b)(1) is about the extra-record
 24 fact gathering. 455(a) is about the items.
 11:28AM 25 THE COURT: But there is a citation
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 to 455(b), you're saying?
 2 MR. VERRILLI: Yes, but here 455(a)
 3 is what we're saying.
 4 THE COURT: I got that. And you said
 11:28AM 5 you quoted (a) if I got you correctly in your
 6 initial motion. I'm asking where's the
 7 citation to (b).
 8 MR. VERRILLI: We also cited (b) in
 9 the motion multiple times, and we cited (a)
 11:29AM 10 multiple times in reply.
 11 With respect to the specifics here, the
 12 idea that we were holding something in our
 13 pockets is completely wrong. We said it would
 14 be grounds for disqualification in the papers
 11:29AM 15 we filed once it was clear to us that the
 16 special master was indeed asserting he was
 17 going to advocate in the matter that we thought
 18 was inappropriate. We did that. It's clear
 19 and unambiguous. It's right there on the page.
 11:29AM 20 That gets to a broader problem here,
 21 which is we're having the discussions we're
 22 having because these things occurred ex parte,
 23 and that's what we objected to, of course, was
 24 them occurring ex parte. We understood that
 11:29AM 25 the special master was going to engage with
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 OFAC. Of course we understood that. But we
 2 didn't understand that the special master was
 3 going to engage in OFAC ex parte at all, and
 4 that's when we tried to document that in our
 11:30AM 5 papers until we got definitive word December
 6 30th that was going to happen.
 7 That's the difference. The special
 8 master's papers themselves acknowledge that the
 9 sales process order doesn't authorize ex parte
 11:30AM 10 communication. It authorizes communication.
 11 The question of whether that would be ex parte
 12 was not discussed or described, and the things
 13 that we supposedly consented to were in the
 14 special master's reports where he says he's
 11:30AM 15 providing updates to OFAC about the status of
 16 the development of the sale process. That's
 17 it.
 18 And I do think, if I may just step back,
 19 again, there's unclarity about the facts here,
 11:30AM 20 and I recognize that, so I'm trying to be
 21 careful. But the idea that a judicial officer
 22 could go into the executive branch and have a
 23 secret meeting -- that's what an ex parte
 24 communication is, a secret meeting -- and urge
 11:30AM 25 the executive branch to change its position on
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 OFAC sanctions and then that could be perceived
 2 as something that is consistent with the
 3 judicial role just seems completely wrong.
 4 It's a secret meeting.

11:31AM 5 And I guess the problem we're having here
 6 is we don't know -- precisely because this was
 7 ex parte, we don't know what was said at that
 8 meeting. The -- of course, I take counsel for
 9 the special master at his word here, but what

11:31AM 10 he said, if you'll bear with me -- at one
 11 point, he said that they wanted to give
 12 guidance that would allow the process to move
 13 forward. If you marry that up with what --
 14 with the quote I read from their papers filed

11:31AM 15 in January, there's reason to think that what
 16 they did is going to say you need to prioritize
 17 enforcement of this judgment, and that -- to do
 18 that at all, as I said, we think is on the
 19 wrong side of the line. To do it ex parte --

11:32AM 20 and the discussion we're having here today
 21 demonstrates why that's such a problem because
 22 we don't know what happened in that meeting.

23 And my friend Mr. Estrada says it's
 24 perfectly fine for the judicial branch to
 11:32AM 25 advocate in that way. I'll say a couple of

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 things about that if I could.

2 The first is that they don't cite any
 3 example ever of anyone doing it with respect to
 4 asking the federal government to lift sanctions

11:32AM 5 to allow a judicial order to be enforced, any
 6 judicial officer ever doing it. They don't
 7 cite a single example, and they certainly don't
 8 cite any case providing any support for the
 9 proposition that that would be appropriate

11:32AM 10 exercise of judicial power.

11 Instead, what Mr. Estrada said was Courts
 12 all the time hear about foreign policy and they
 13 don't have to assume a prostrate position with
 14 respect to the executive, and that's true, of

11:33AM 15 course, in the exercise of the judicial power.
 16 But we're not talking about that here. What
 17 we're talking about is an effort to influence
 18 the exercise of the executive power. Congress
 19 gave this power to the executive, and it's just

11:33AM 20 undeniably advocacy to the executive that it
 21 change its position. That's what it was. If
 22 we're indeed correct in our assumption, that's
 23 what it was.

24 And the last point I'd make in terms of
 11:33AM 25 all the discussion we've had about frustration

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 over delay, the delay is because of the
 2 executive branch at this point. They -- it's
 3 the executive branch that's not given its okay
 4 for this process to go forward. It certainly

11:33AM 5 hasn't given license to Crystallex to allow the
 6 deal to be consummated. Maybe they'll change
 7 their position on April 7th, and if they do,
 8 the parties can adjust to that. But that's the
 9 essence of the problem here.

11:34AM 10 I do want to say we did not -- just to
 11 conclude, a step like the one we've taken in
 12 this motion is not one that we would take
 13 lightly, but we really genuinely and deeply
 14 believe that if indeed that type of advocacy

11:34AM 15 occurred, it's not right. It's just not right.
 16 It's not what a Court should be doing, and
 17 that's why we filed the motion, and that's why
 18 we made the arguments we have made.

19 THE COURT: I certainly take you at
 11:34AM 20 your word as well, and I know you didn't file
 21 it lightly and you think it's a serious issue.
 22 It does seem to be clear on the record, though,
 23 and I don't think your side has been shy about
 24 it, that you have a position that you do not

11:34AM 25 want this to go forward. You want the

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 position -- the statement of interest from 2020
 2 to be maintained. You want the licenses to
 3 continue being denied. Those things are clear
 4 on the record. I'm asking as a question for

11:35AM 5 you to confirm that. And seems to me I can't
 6 ignore that and it's for me to decide if that
 7 has any impact on how to resolve the motion.
 8 Your response.

9 MR. VERRILLI: Of course, that's
 11:35AM 10 true, Your Honor. As I think Your Honor knows,
 11 we believe there's still unresolved legal
 12 questions with respect to the underlying order
 13 that the Third Circuit presumably has to
 14 resolve at some point. Our interests are in

11:35AM 15 alignment with the foreign policy judgments of
 16 the United States, but that's because, as we
 17 see it, the United States understands, as we
 18 do, the damage that could be done to the
 19 prospect of the government in Venezuela if
 11:35AM 20 Citgo and its shares are cannibalized. Yes,
 21 that's our position, of course.

22 We would hope that the fact that the
 23 United States, through two administrations now
 24 so far, is agreeing with the legitimacy of that

11:36AM 25 view, that that should have some effect on Your

DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Honor's thinking about the position we've
2 taken.

3 THE COURT: I will give the other
4 parties a brief chance to add anything they
5 like and then you'll the last word if they have
6 anything to say.

7 MR. VERRILLI: Thank you.

8 THE COURT: Mr. Schrock, anything you
9 want to add on this motion?

10 MR. SCHROCK: Just very briefly.
11 Again, Ray Schrock from Weil, Gotshal, and
12 Manges for the special master.

13 Your Honor, just one correction. I was
14 notified by special master's OFAC counsel that
15 present at that meeting were not just the DOJ
16 attorneys but also Treasury and State were also
17 present but not OFAC, so I wasn't aware of
18 that. I wanted to clarify that.

19 And, Your Honor, I do want to make sure
20 we're clear to distinguish for -- we're using
21 this word of "advocacy." The special master
22 does have a view on what we need from OFAC in
23 order to have a value-maximizing process. We
24 need, you know, FAQs, as we said on the record.
25 We need the ability to give guidance of when

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 the executive branch would consider granting
2 licenses, and those are views that we have.
3 And it's perfectly appropriate for -- and
4 consistent with the mandate that we've had.

5 We've always had those views with OFAC. Did we
6 make those clear in the January 12th meeting?
7 Yes. Did we make them clear in prior meetings?
8 Yes. Did we tell parties previously that, of
9 course, we have views around how this process
10 should proceed? Yes. Have we put that on the
11 record? Yes.

12 But we weren't advocating for a policy
13 change. As far as I recall, the executive
14 branch hasn't said anything in response to the
15 Court's orders around the sale of anything of
16 substance. That's what we really needed, was
17 some guidance from them to take a position so
18 at least we know and can move forward on an
19 informed basis, and we think that's perfectly
20 appropriate and consistent with the inherent
21 power of the Court to enforce its own orders.

22 Your Honor, we haven't done anything
23 different than we have done previously. We are
24 being fair, open, and we're always attempting
25 to be fair to all parties. We're not

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 advocating on behalf of any party, but we
2 certainly have a position about what we think
3 is necessary from the U.S. government in order
4 to allow the Court's order to be implemented,
5 and we think that's consistent with our mandate
6 as well as see any separation of powers issues
7 or any other problems with doing that. And we
8 certainly don't think that knowledge gained
9 during that is a disputed evidentiary fact, in
10 just performing the role of a judicial officer.

11 That's all we have.

12 THE COURT: Mr. Estrada, anything
13 you'd like to add?

14 MR. ESTRADA: A couple of things,
15 Your Honor.

16 Just to clarify, our position is, and we
17 are correct, that before the meeting occurred,
18 the Venezuela parties did not file any request
19 for relief from this Court that was based on
20 455(b)(1). And you can search all day their
21 motion to this Court to be permitted to attend
22 the meeting for citation to 455(b)(1) and I
23 don't believe you'll find it. So I believe
24 when counsel was referring to the citation of
25 that provision, he was actually referring to

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 the current motion that he says he was raising
2 with circumspection, not to the point I made
3 about the tactical behavior that this would be
4 dawning on them a couple of weeks later after
5 filing the motion.

6 The second point I'll make is there's
7 amoeba-like nature to the arguments here. When
8 you talk about timeliness, we keep point out
9 that the the ex parte contacts with the
10 government by the special master have been
11 plain on the record for a very long time, and
12 that therefore, to the extent the motion is
13 based as it is on the fact that the special
14 master has acquired knowledge ex parte of
15 disputed evidentiary facts, that's waived and
16 untimely.

17 Every time the issue gets asked
18 point-blank, they shift to this question of
19 advocacy and when they learned that and whether
20 that's the issue, but that's not really any of
21 the statutory provisions that they're citing.
22 The statutory provisions they're citing are
23 based on the acquisition of disputed
24 evidentiary facts by the ex parte nature of the
25 hearing, so let's not confuse what their

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 complaint actually is.
 2 On the advocacy point, I think we have
 3 said what we have said, which is that the Court
 4 has institutional interest. The Court
 11:41AM 5 ultimately recognizes that OFAC will rule yea
 6 or nay on the sale and whatever consideration
 7 OFAC may take into consideration on that, which
 8 may include foreign policy, are not beyond the
 9 ken of the Court to address as it does in other
 11:41AM 10 cases.
 11 THE COURT: Thank you very much.
 12 Special master, anything?
 13 MR. SCHROCK: No, Your Honor. Thank
 14 you.
 11:41AM 15 THE COURT: Mr. Verrilli, you can
 16 have the last word on this motion.
 17 MR. VERRILLI: Just to make sure
 18 we're clear about the citations to 455, I think
 19 it's not open to dispute, if one reads our
 11:41AM 20 opening and reply papers, that they make two
 21 points. The first one is that the special
 22 master is engaged in ex parte gathering of
 23 extra-record information, and the second is the
 24 advocacy point, and they're separate. They're
 11:42AM 25 made in both the opening and in the reply.
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 I take it that in terms of the idea and
 2 thought that this is strategic behavior on our
 3 part, that my friends on the other side are
 4 suggesting that we held something back. Both
 11:42AM 5 arguments are right there in the papers both
 6 times, and I had thought my friend in the
 7 opening argument was saying that thing we held
 8 back was the advocacy argument, but I hope I've
 9 demonstrated to Your Honor that that's clearly
 11:42AM 10 not the case from what I read before.
 11 And then with respect to holding back the
 12 argument about extra-record judicial facts,
 13 again, the papers will speak for themselves.
 14 Your Honor can make a judgment about that, but
 11:42AM 15 it's right there in black and white.
 16 THE COURT: Thank you very much. So
 17 I will have something more to say about the
 18 disqualification motion sometime today, but
 19 right now I've got nothing else to say on it.
 11:43AM 20 I've heard the arguments. They're very
 21 helpful, very thorough. I'm taking it under
 22 advisement, maybe just a little while, but I'm
 23 taking under advisement a little while.
 24 But I do want to come to the other issues
 11:43AM 25 I asked you to be prepared to address. I'll
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 just run through these in the order that I
 2 think I had listed them.
 3 First, whether to unseal the billing
 4 records of the special master. We'll hear if
 11:43AM 5 the special master has any objection to that.
 6 MR. SCHROCK: Your Honor, Ray
 7 Schrock, Weil Gotshal, for the special master.
 8 Fundamentally, we don't have any issue
 9 unsealing the fee records. We'll always -- we
 11:43AM 10 may have to redact them for privilege in
 11 certain circumstances, but we're fine if the
 12 billing records are public. No issues.
 13 THE COURT: Okay. Anybody on
 14 Mr. Schrock's side of the room have any
 11:44AM 15 objection to that?
 16 THE ATTORNEY: No, Your Honor.
 17 THE COURT: Okay. Any objection from
 18 the other side of the room?
 19 MR. EIMER: Nate Eimer for the
 11:44AM 20 Venezuela parties on this one. We have no
 21 objection to the unsealing of the records.
 22 THE COURT: This was, as you may have
 23 gathered, a further inquiry from a media
 24 representative. I think after we found out
 11:44AM 25 there was no objection to the first request, we
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 then got a second request, so now that I
 2 understand there's no objection, I'm going to
 3 order you in a timely fashion to go ahead and
 4 unseal the billing records. You may make
 11:44AM 5 proper redactions. And going forward, to the
 6 extent there are additional bills, do the same
 7 thing in terms of making public at least a
 8 redacted version. Understood?
 9 MR. SCHROCK: Will do Your Honor.
 11:45AM 10 THE COURT: We'll turn to probably
 11 Mr. Eimer, but the next issue is the objections
 12 to the ongoing expenditures. I recognize
 13 there's still a motion to quash, but on the
 14 assumption that he's going to continue to spend
 11:45AM 15 money, I know we've gotten into this pattern of
 16 you write the letter and you don't seek further
 17 briefing, but is there something else you would
 18 like me to do? Do you have any requests for
 19 relief at this point?
 11:45AM 20 MR. EIMER: No. I think Your Honor
 21 denied, I think, our objections initially to
 22 exceeding the \$2 million cap, and we've just
 23 continued the objection just to preserve it.
 24 That's why we didn't ask for any further
 11:45AM 25 briefing, so I think we're just trying to
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 preserve, and we can stop trying to preserve it
 2 if Your Honor acknowledges that, that we're
 3 just continuing the objection to exceeding the
 4 \$2 million cap at that point. Your Honor is
 11:45AM 5 approving that as we go forward, if we have
 6 specific objections to new petitions, we will
 7 make those, and we did with respect to the
 8 January 12th meeting, but that will rise or
 9 fall with Your Honor's ruling on
 11:46AM 10 disqualification. I think that's where we are
 11 on the fees.
 12 THE COURT: I don't want to do
 13 anything that makes you think you're incurring
 14 any greater risk of being found to have waived
 11:46AM 15 an objection. In my new life, I hear a lot of
 16 arguments now about whether things are
 17 preserved or not. I'm content if you want to
 18 continue to do what you've done. If there's a
 19 way to short-circuit that, I'm also prepared to
 11:46AM 20 say for the record that you have a standing
 21 objection to every bill that comes in from this
 22 point forward and you'll only write me a letter
 23 if you see something that's really new, but so
 24 doing is not a problem for me. So any response
 11:46AM 25 to that?

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MR. EIMER: I think I'm fine with a
 2 standing objection going forward. If there's
 3 something specific we need to object to, we
 4 will and raise that with Your Honor, as we did
 11:46AM 5 with respect to the fees regarding the
 6 January 12th meeting. I think that's fine as
 7 long as the other parties are content with our
 8 standing objection being preserved to the fees.
 9 THE COURT: We're going to find out
 11:47AM 10 now. Thank you.
 11 Mr. Schrock.
 12 MR. SCHROCK: Your Honor, if
 13 Mr. Eimer wants to have a standing objection, I
 14 suppose that's fine. I would like to note for
 11:47AM 15 the record, of course, that, consistent with
 16 the Court's order, the \$2 million cap only
 17 applied to getting to the initial work for the
 18 special master. If there are other objections
 19 that they have, certainly, we'd like to hear
 11:47AM 20 them, you know, if there are other substantive
 21 issues that they have, and they can certainly
 22 make those at that time. With regard to that
 23 if it's the standing \$2 million
 24 exceeding-the-cap issue, that sounds fine to
 11:47AM 25 me.

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 THE COURT: That's fine. Let me be
 2 clear and talk with the other process parties.
 3 Mr. Estrada, any position on that?
 4 MR. ESTRADA: We don't have any
 11:48AM 5 position on the objections that the Venezuela
 6 parties have. You will not be surprised to
 7 learn that my client, like any client, doesn't
 8 like to pay large bills if they're unnecessary,
 9 though I will note that the bills might be
 11:48AM 10 lower if the Venezuela parties would cease
 11 filing all these motions that have no merit.
 12 THE COURT: Thank you.
 13 And Ms. Wolf for Conoco?
 14 MS. WOLF: I second Mr. Estrada's
 11:48AM 15 point that we're all spending a lot of money
 16 because of a lot of motions being made by the
 17 Venezuela parties. With that said, in terms of
 18 their having a standing objection on the \$2
 19 million cap, we, of course, have no problem
 11:48AM 20 with that.
 21 THE COURT: Mr. Elmer, anything you
 22 want to add in light of all of that?
 23 MR. EIMER: No, Your Honor. We're
 24 fine.
 11:48AM 25 THE COURT: All right. The next on

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 my list is a status report and how to proceed.
 2 Mr. Schrock, I know you're at the podium.
 3 I know we've covered a lot, but if there are
 4 other things you think we have to cover or any
 11:49AM 5 requests for what I should be doing or anything
 6 else, now would be the time to put that out
 7 there.
 8 THE ATTORNEY: Thanks, Your Honor. I
 9 think that we have covered, I think, ad nauseam
 11:49AM 10 the meeting from January 12th, and that was
 11 certainly part of the update. We are in the
 12 process of doing the initial steps to prepare
 13 the supplemental report consistent with the
 14 sale procedures order, and to do that, we've
 11:49AM 15 activated Evercore because some of the issues
 16 that bear on the supplemental report and
 17 whether or not to move forward are things that,
 18 frankly, we couldn't do as just between
 19 Mr. Pincus and his legal advisors, and we
 11:49AM 20 needed their input to do that.
 21 We are mindful not to take material steps
 22 to move forward with, as that term the used in
 23 the sale procedures order, without getting
 24 further guidance from the Court, but simply
 11:50AM 25 preparing the supplemental report, being

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 informed, thinking about all of the issues that
2 would go along with whether or not to move
3 forward with the preparation launch date and
4 the launch date itself is something that we
5 felt we very much needed Evercore's guidance on
6 so we have done that.

7 You know, again, the key piece for us, I
8 think, is really the U.S. government guidance
9 on -- and, you know, we're looking forward,
10 certainly, to learning what that is. I think
11 having this additional time to look at that
12 guidance, weigh in on -- with our thoughts and,
13 frankly, also have some dialogue with the sale
14 process parties, it's going to be in
15 everybody's interest so that we're best
16 informed about putting recommendations in front
17 of the Court. It's really all about, for us at
18 this point, the preparation of the supplemental
19 report, and we'll continue to work with the
20 parties.

21 THE COURT: Okay. I'll just put this
22 out there. As you may know, I'm having a
23 status conference later today with several
24 other creditors, and, of course, all of you are
25 welcome to be there if you like. And I don't

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 want to get into any real substantive
2 discussion because they're at least not here
3 officially at the moment, but one issue that is
4 front and center in their status report is the
5 question of whether additional judgments will
6 be added. Is that an issue that you would
7 expect to address in your supplemental report,
8 or have you started thinking about when and how
9 the special master may like that issue
10 addressed, or is this just completely
11 premature, from your perspective?

12 MR. SCHROCK: Your Honor, I do
13 believe we have that process laid out in the
14 sales procedures order, that we would have to
15 designate what those additional judgments are
16 not later than close to the launch date. I
17 think, certainly, understanding how much is at
18 issue, it does bear on how much in judgments.
19 It could bear on some of the recommendations
20 that we make. For instance, if there's a
21 dollar of judgments versus 6 or 8 billion, it's
22 going to weigh in on the types of
23 recommendations that we would make moving
24 forward. So knowing -- getting clarity on
25 that, I think, is helpful for all parties. And

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 I do know Your Honor has issued additional
2 writs of attachment on a number of additional
3 judgments, and we've been keeping track. I
4 think that whenever Your Honor is prepared to
5 act on that, we'll be ready, but we do have
6 this outlined as kind of a drop-dead date in
7 the Court's process.

8 THE COURT: Is there anything else
9 you wanted to raise at this time?

10 MR. SCHROCK: Nothing else, Your
11 Honor.

12 THE COURT: Okay. All right.

13 Mr. Estrada, why don't you come up next
14 in the nature of a status report, if there is
15 anything you want to report or raise with the
16 Court.

17 MR. ESTRADA: I don't think we have
18 anything, Your Honor, in substance about this.
19 I think we're looking forward to what the
20 report will be now in late April, and as was
21 our position all along, we have always thought
22 that we should get going with it. We have a
23 position with respect to the sales parties and
24 all of that, which I think is based on my
25 understanding as to what the purpose of that

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 provision is, which I'm happy to give you now
2 or later if you like.

3 But it seems to me that for purposes of a
4 judicial execution sale, if one were to go
5 forward, people who have a claim to participate
6 in the process should be those that have an
7 attachment. We have an attachment. Nobody
8 else does. Your Honor has issued a number of
9 orders that are labeled conditional attachment
10 I think are legally, in fact, issuing tickets
11 for people for a place in line should
12 attachments ever be permitted again. And at
13 least as I see it, if there is a judicial sale
14 and there is more than is needed to pay our
15 judgment, there will be a leftover. And in
16 ordinary circumstances, people may seek to
17 attach that or it would go to the debtor.

18 It would not ordinarily be the case that
19 people who have no attachments are, in effect,
20 general creditors of the debtor of whom, for
21 all we know, there might be millions around the
22 world. All get to share on whatever is
23 leftover. It's not really a fight, but it does
24 seem to me in terms of keeping the process
25 manageable and whether you're going to add the

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 sales process parties, I think it is mindful
2 that it is a judicial sale of attached assets
3 and that people who might have a claim to the
4 remainder, as it were, should be those who have
5 a property right that is secondary to ours and
6 rather than simply being a general creditor who
7 may some time get an attachment I can give
8 someone.

9 And I say that not because, necessarily,
10 it bears on the pecuniary interest of my client
11 because we're first in place but merely because
12 it may bear on the manageability of the process
13 if people get added who actually have no
14 attachment and no property right but who want
15 to have a voice in process. And we saw that
16 and we have some of our objections when we
17 dealt with recent motions to intervene, and
18 that has been part of our concern, that we keep
19 the process manageable for the execution of
20 judgment that we've been fighting all these
21 years. That's my view on that.

22 THE COURT: Okay. Thank you.

23 I'm going to let any other creditors
24 speaks and then we'll turn to the Venezuela
25 parties.

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MS. WOLF: Amy Wolf on behalf of
2 ConocoPhillips.
3 Your Honor, I think the likelihood that
4 Mr. Estrada's client will see this asset sold
5 and proceeds to go to Crystallex before OFAC
6 has addressed ConocoPhillips' longstanding
7 request to be able to attach -- ConocoPhillips
8 is the only creditor here which is actually a
9 creditor of PDVSA. We are a general creditor,
10 and we've been in this process. We're paying
11 for this process. We would like to be added
12 sooner rather than later just for clarity.

13 If the Court the going to consider adding
14 other additional judgments, I do think
15 ConocoPhillips stands in a somewhat different
16 position. It received the first conditional
17 writ and is a PDVSA creditor directly. But if
18 other parties who are receiving alter ego
19 judgments are going to be added as additional
20 judgment creditors, we might need to think
21 about how the Court is going to rank what is
22 now becoming a very significant number of very
23 substantial claims. So that's our one
24 suggestion, first of all, to deal with who is
25 going to be in the judicial judgment and

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 ConocoPhillips thinks it should be the first of
2 those and then how it would deal be priority
3 ranking termed among those creditors.

4 THE COURT: Thank you.

5 MR. ELLIS: Thank you. Justin Ellis,
6 MoloLamken for Red Tree Investments.

7 I'm mindful, of course, that Your Honor
8 has denied our request to intervene. We, of
9 course, respectfully disagree with that and
10 have taken appeal to the Third Circuit. We
11 will see what the court of appeals says, but we
12 also understand in your order denying
13 intervention you still reiterated that we would
14 be free to offer input in your suggestions, and
15 we're offering a few points in that spirit.

16 First, I do understand from Mr. Schrock
17 that the United States will provide its views
18 as to the applicability of sanctions here and
19 provide that guidance by the 7th of April and
20 that he will then provide his supplemental
21 report, if possible, by the 30th. We would
22 just ask if possible that we would have access
23 to that letter and have some opportunity to
24 participate in that discussion with the special
25 master and the sale process parties if we

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 could.

2 THE COURT: To the extent you're
3 asking for -- let me ask Mr. Schrock.

4 I suppose I just assumed that the
5 supplemental report would be filed on the
6 docket. Is that what you would anticipate?

7 MR. SCHROCK: Yes, Your Honor.

8 THE COURT: Thank you.

9 So you're going to have access to the
10 supplemental report just as everyone will. To
11 the extent you're asking for something further,
12 and it sounds like the intervention that I
13 denied, you're free to call up Mr. Schrock any
14 time you want, but I'm certainly not here to
15 grant the motion with all the rights that would
16 attach to it that I've already denied.

17 MR. ELLIS: Understood, Your Honor,
18 and we have been in consultation with the
19 special master and will continue to do so.

20 I'd also like to make a point about the
21 launch process. We generally agree that the
22 launch that the sales process should move
23 forward as far as it can in accordance with
24 applicable sanctions. We think there are steps
25 that the Court and special master could take

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 that are not going to be a transfer of property
2 in a meaningful sense and would be broadly
3 supportive of that.

12:01PM

4 In that vein, we do think it would be
5 appropriate to try to sort out when we can
6 which judgments are going to be additional
7 judgments. I know briefly Mr. Estrada
8 suggested that what judgments should be
9 additional judgments is a matter of property
10 law. We don't think that's correct. We note
11 that the sales procedure order simply says it
12 will be decided in accordance with applicable
13 law, and we look forward to briefing that
14 issue.

12:01PM

12:01PM

15 Finally, I note on the priority issue,
16 because Ms. Wolf raised it, certainly that will
17 be an important issue. Given the number of
18 creditors that are going to come in the door
19 and already have on an alter ego basis, I would
20 be concerned at this point. It may be in the
21 nature of an advisory opinion to try to sort
22 out priority which people have objected
23 strenuously on the precise number of judgments
24 we may have and which judgments may be
25 enforceable is still an open question, but,

12:01PM

12:01PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 again, we can address that at an appropriate
2 time.

12:02PM

3 THE COURT: Anybody other than the
4 Venezuela parties in the room that wants to be
5 heard in the nature of status?

6 Okay. I don't see anybody. So we'll
7 hear now from Mr. Eimer.

8 MR. EIMER: Nate Eimer for the
9 Venezuela parties.

12:02PM

10 I'm not sure, Your Honor, who's going to
11 be more surprised, Your Honor or Mr. Estrada,
12 when I say that I pretty much agree with
13 Mr. Estrada's view on these conditional
14 attachments. This is a judicial sale. We're
15 inevitably going to need briefing on these
16 issues, I think. This is a judicial sale under
17 324. There's only one attachment that's
18 recognized by law. The Court has authority
19 only to sell property to satisfies the judgment
20 that resulted in the attachment. And it makes
21 a huge difference. According to Bloomberg,
22 Citgo was valued last week at \$13-some billion
23 dollars. Section 324 only allows the Court to
24 sell sufficient assets to satisfy their
25 \$1 billion, \$900 million attachment. That's

12:02PM

12:02PM

12:02PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 it. You can't sell the whole company to
2 satisfy 10 percent or 8 percent of the value of
3 the company. That would be a significant
4 discussion. I assume we're going to need
5 briefing on this issue, and it will probably
6 come up this afternoon in the same way, but
7 that's our argument on that.

12:03PM

8 I did want to comment on one other thing,
9 unless Your Honor has a question to me about
10 that.

12:03PM

11 THE COURT: No. My only question is
12 going to be do you have other things you want
13 to talk about.

14 MR. EIMER: Just one other. I think
15 there's a gap in the authorization papers, and
16 I mentioned this to Mr. Schrock. When he said
17 that the special master was activating
18 Evercore, the Evercore agreement only allows
19 them to be paid once the sales process was
20 launched and they get a monthly allowance.
21 There is no provision to pay them now because
22 the sales process is not launched, at least
23 that's the way we understand it. So I'm fine
24 to have Evercore working without compensation.
25 I doubt if they want to. They're probably more

12:03PM

12:03PM

12:04PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 expensive than Mr. Estrada, but I think there
2 needs to be some provision if they expect to
3 get paid because there is none now. I don't
4 think it's appropriate, given the fee
5 arrangement that the Court approved, which
6 doesn't allow the monthly compensation they're
7 entitled to once the launch happens to start
8 before that point. So I just wanted to clarify
9 that.

12:04PM

12:04PM

10 THE COURT: Thank you for flagging
11 that.

12 Mr. Schrock, I don't know if you had a
13 chance to think about that or represent whether
14 they're willing to work for free or where we
15 are.

12:04PM

16 MR. SCHROCK: Thanks, Your Honor.
17 So, yes, we did see Mr. Eimer's latest
18 correspondence to us in another objection to
19 fees relating to Evercore. I believe that the
20 Evercore letter -- certainly, whatever
21 objections he has to Evercore being paid, we'll
22 deal with. I don't think there is a gap in the
23 engagement letter or the Court's order. Once
24 we notify parties that we're making
25 preparations -- and certainly we are -- for the

12:05PM

12:05PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 supplemental report, the sales procedures order
 2 contemplates that we may weigh in on certain
 3 issues relating to whether or not to launch the
 4 process, how -- we're certainly interested to
 12:05PM 5 know, for instance, about the market, you know,
 6 thoughts that, you know, would be within the
 7 purview of an investment banking professional
 8 related to that process. We're not taking
 9 material steps, but we certainly are taking
 12:05PM 10 preparations. We think we are complying with
 11 the letter of Evercore's engagement, if they
 12 have an objection on that.
 13 I don't think Evercore is planning on
 14 incurring monthly fees. I think they were
 12:06PM 15 planning on being paid monthly fees, and that's
 16 certainly our expectation that while they're
 17 activated and working, they're going to get
 18 paid a monthly fee. Of course, to remind
 19 everybody, we can certainly deactivate Evercore
 12:06PM 20 as well, and there's a process for doing that
 21 if we're not moving forward with the process,
 22 but we saw this, as for the moment, making the
 23 supplemental report.
 24 THE COURT: If I understand
 12:06PM 25 correctly, your view is that you're already
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 authorized to have them incur the monthly
 2 expenses.
 3 MR. SCHROCK: Once we give notice,
 4 yes, Your Honor.
 12:06PM 5 THE COURT: You've given notice, I
 6 think you've told us.
 7 MR. SCHROCK: Yes.
 8 THE COURT: They're expecting to get
 9 paid on that monthly rate.
 12:06PM 10 MR. SCHROCK: Correct.
 11 THE COURT: But presumably, and I
 12 guess confirm this, if your recommendation is
 13 not to go forward and/or I decide not to go
 14 forward, you will deactivate them and then they
 12:07PM 15 stop incurring any fees.
 16 MR. SCHROCK: That's correct, Your
 17 Honor.
 18 THE COURT: Thank you for making
 19 clear that position. Sounds like you had a
 12:07PM 20 different position. I'm not going to be
 21 prepared to probably resolve it now if you want
 22 to say any more you can.
 23 MR. EIMER: I think our understanding
 24 of the fee agreement is different. I'm not
 12:07PM 25 saying they shouldn't get paid. I don't think
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 there's an authorization to pay them. I don't
 2 think their monthly fees should start at this
 3 point. I don't think we want to pay for that.
 4 If they're working for a few hours, they should
 12:07PM 5 get paid. I agree with that.
 6 THE COURT: I suggest you all
 7 continue to confer on this and, obviously,
 8 include Evercore. If you don't, I anticipate I
 9 may get one of the materially different
 10 objections the next time I see a bill.
 12:07PM 11 MR. SCHROCK: Ray Schrock for the
 12 special master.
 13 We're happy to confer on it.
 14 Respectfully, my experience on trying to
 12:08PM 15 resolve fee issues with the Venezuela parties
 16 doesn't result in an agreement, but we need
 17 Evercore for the supplemental report. We've
 18 activated them. We want them to be paid. If
 19 Venezuela -- if the Venezuela parties have an
 12:08PM 20 objection to that or we need to clarify it,
 21 we'll certainly do that.
 22 THE COURT: Okay. Thank you. I will
 23 tell you what my plan is and give you all a
 24 chance to weigh in with anything further if you
 12:08PM 25 want to. I have another hearing at 1:00 and
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 then the status conference at 2:30. I may be
 2 able to rule on the motion to disqualify later
 3 today, but I'm going to need time to think
 4 about what I heard and to gather my thoughts,
 12:08PM 5 so I'm going to reconvene this Crystallex sales
 6 process parties proceeding at 3:30 today. If
 7 folks can't stay, that's fine, just to have at
 8 least one of you for each party, please, to be
 9 here. I don't anticipate anymore argument or
 10 questions. I anticipate giving you a ruling or
 12:09PM 11 telling you I don't have a ruling, but that
 12 will be at 3:30 today.
 13 In light of that, anything else? I'll
 14 run through you all one more time.
 12:09PM 15 Mr. Schrock, anything further?
 16 MR. SCHROCK: Nothing further. Thank
 17 you.
 18 THE COURT: Mr. Estrada?
 19 MR. ESTRADA: Nothing further at this
 12:09PM 20 time, Your Honor.
 21 THE COURT: Ms. Wolf?
 22 MS. WOLF: No, Your Honor, thank you.
 23 THE COURT: Anybody else over here?
 24 Mr. Eimer?
 12:09PM 25 MR. EIMER: No, Your Honor.
 DEANNA WARNER, CSR
 202 Ashfield Court, Smyrna, Delaware 19977
 Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 THE COURT: Mr. Verrilli, anything
2 else?
3 MR. VERRILLI: No, Your Honor.
4 THE COURT: Thank you all very much.
12:09PM 5 (A recess was taken, after which the
6 following proceedings were had:)
7 THE COURT: We're back here in the
8 Crystallex action, and in an abundance of
9 caution, I want to make sure you put your
03:35PM 10 appearances on the record to make sure you're
11 all present.
12 MR. MOYER: Good afternoon, Your
13 Honor. Jeff Moyer from Richards, Layton, and
14 Finger on behalf of Crystallex, and I'm joined
03:35PM 15 this afternoon by Miguel Estrada from Gibson
16 Dunn.
17 THE COURT: Thank you.
18 MR. SCHNEIDER: Good afternoon, Your
19 Honor. Abraham Schneider from Potter,
03:35PM 20 Anderson, and Caroon on behalf of Special
21 Master Pincus. With us again is Ray Schrock
22 and Chase Bentley from Weil Gotshal.
23 THE COURT: Okay.
24 MR. SCHROCK: Good afternoon.
03:35PM 25 MS. CUMINGS: Hello again, Your
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 Honor. Ali Cumings of Morris Nichols on behalf
2 of PDV Holdings and Citgo, and with me is Nate
3 Eimer from Eimer Stahl.
4 THE COURT: Good afternoon.
03:36PM 5 MR. HIRZEL: Good late afternoon,
6 Your Honor. Sam Hirzel from Heyman Enerio.
7 With me in the courtroom are Juan Perla, Kevin
8 Meehan, and Aubre Dean from the Curtis Mallet
9 firm.
03:36PM 10 MR. MORITZ: Good afternoon, Your
11 Honor. Garrett Moritz from Ross Aronstam on
12 behalf of ConocoPhillips, and I'm joined in the
13 courtroom by from Wachtell Lipton Amy Wolf,
14 Ricky Mason, and Michael Cassell and also from
03:36PM 15 Kobre and Kim, Marcus Green.
16 THE COURT: All right. Good
17 afternoon again to all of you. Thank you all
18 for sticking around and returning. It's late
19 afternoon. I am going to give you my ruling on
03:36PM 20 the pending motion to disqualify, and it will
21 be somewhat later in the afternoon by the time
22 I'm done telling you my reasoning. I have a
23 little bit to say to explain, but let me get to
24 it.
03:37PM 25 I will add, as I think I did this
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 morning, the argument was extremely helpful and
2 I was very pleased to have it. I had a lot of
3 questions that were all very thoroughly
4 answered, which has helped me get to this point
03:37PM 5 where I can rule on the motion.
6 The motion, again, is the Venezuela
7 parties' motion to disqualify the special
8 master. For the reasons I will explain at some
9 length, the motion is denied.
03:37PM 10 First, as all parties recognize in their
11 extensive briefing, the motion is largely a
12 rehash of the Venezuela parties' motion to be
13 included in the special master's January 12th
14 meeting with OFAC, a motion I denied, and I
03:37PM 15 should say I will refer to that as the OFAC
16 meeting or January 12th meeting, even though we
17 learned today that OFAC was apparently not
18 present at the meeting.
19 My denial of the motion for
03:37PM 20 disqualification today is based on,
21 essentially, the same reasoning that I gave in
22 denying the meeting-related motion, but I do
23 want to expound on that reasoning. The first
24 basis for denying the motion is that the burden
03:38PM 25 to prevail on it is on the moving party to show
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 bias or some other reason for disqualification,
2 and it is a substantial burden, and the
3 Venezuela parties simply have not met it.
4 There is no evidence before the Court that the
03:38PM 5 special master engaged in advocacy in the OFAC
6 meeting. There's no evidence, in particular,
7 that he advocated for a change in U.S. foreign
8 policy or advocated for Crystallex to be
9 granted a license.
03:38PM 10 So one, but not the sole, ground on which
11 I'm denying the motion is the failure of proof
12 by the Venezuela parties. In my mind, that is
13 a denial on the merits, and I will have a
14 little more to say on the merits, but I now
03:38PM 15 want to say something about some of the
16 procedural bases on which I'm denying the
17 motion as well.
18 The first one is that to motion to
19 disqualify, in my view, is untimely. This is a
03:39PM 20 basis to deny the motion on all the grounds on
21 which it is asserted; that is, section 455(a),
22 Section 455(b), Canons 2 and 3 of the Code of
23 Judicial Conduct, and the due process clause of
24 the Fifth Amendment.
03:39PM 25 I don't think it's disputed that there is
DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

105

03:39PM

1 a timeliness requirement for filing such a
2 motion. The Third Circuit said as much in
3 common *Kensington*. Parties seeking
4 disqualification in Section 455(a) should do so
5 in a timely manner. And then in a case called
6 *Stonehenge Properties*, the Third Circuit also
7 noted that there is a timeliness requirement
8 for a disqualification motion under section
9 455(b).

03:39PM

10 Here the motion is untimely because the
11 grounds for it were known to the moving parties
12 for at least many months prior to the filing of
13 their motion. A good summary of the relevant
14 timeline showing that all the parties have
15 known since approximately May of 2021 that the
16 special master had engaged OFAC counsel and was
17 in ex parte communication with OFAC is set out
18 in Crystallex's response to the motion, DI 513
19 at pages 3 to 5. The ex parte meetings,
20 including what the Venezuela parties now refer
21 to as advocacy, to the extent those are two
22 different grounds for the motion, ex parte
23 meetings and advocacy, both of these things, as
24 properly understood, were contemplated
25 throughout the process of negotiating and

03:40PM

03:40PM

03:40PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

106

03:41PM

1 litigating the sales procedures order, which
2 was adopted in October 2022. And this gave
3 rise to the notice, actual notice, to the
4 moving parties that the concerns they belatedly
5 raised could and should have been raised much
6 sooner.

03:41PM

7 So for example, the special master met
8 with OFAC ex parte three times in the summer of
9 2021. There's support for that at DI 348
10 paragraphs 39 and 40. On November 8, 2021, we
11 had, I think, a hearing that was longer than
12 today's hearing, and among other things we
13 discussed that the special master would
14 communicate with OFAC ex parte, as he
15 previously had done. There was no reference to
16 potential disqualification of the special
17 master or grounds for seeking his
18 disqualification, even though also on the
19 agenda that day was a motion to disqualify one
20 of the advisors to the special master. The
21 transcript of that ruling -- or I'm sorry that
22 whole proceeding, I think, is at DI 409.

03:41PM

03:41PM

03:42PM

23 In my March 2022 opinion, DI 443
24 particularly at page 17, I noted that the sale
25 procedure order I would adopt would include a

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

107

03:42PM

1 six-month window and during the six-month
2 window, the special master will be directed to
3 use his best efforts to obtain guidance from
4 OFAC, making no mention that such meetings
5 would be anything other than ex parte, as all
6 such meetings up to that point had been.

03:42PM

7 I then entered the sale procedure order
8 on October 2022 and expressly contemplated the
9 special master proactively engaging with OFAC
10 and included that six-month window. "Within
11 six months" -- I'm adding some words to the
12 quote -- "he shall solicit and attempt to gain
13 clarity and guidance from OFAC in support for
14 or not -- of its support for or not opposition
15 to the launch of the marketing process." You
16 can see these provisions at DI 481, Exhibit 1,
17 paragraphs 3 and 4.

03:42PM

03:43PM

03:43PM

18 In the status report of October 4, 2022,
19 the special master confirmed he does not intend
20 to include the Venezuela parties at such a
21 meeting. That's DI 480 at two, note two.
22 There's no indication anywhere in the sale
23 procedure order that the special master's
24 communications with OFAC needed to include any
25 other parties, and there was no reason for any

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

108

03:43PM

1 sales process party to believe that they would
2 be involved or invited to attend the meeting.
3 Let me say something about advocacy. I
4 think when the special master used this word in
5 this context, I think he meant, as his counsel
6 explained today, that he conveyed to OFAC his
7 view that in order to conduct a
8 value-maximizing transaction, which in his view
9 is in the interest of all parties, he, the
10 special master, and ultimately the Court needs
11 clarity from the U.S. government as to whether
12 it will or will not or may exercise its sole
13 authority at the end of the process to grant a
14 specific license, a license which will be
15 required under the current sanctions regime
16 before a sale transaction can be consummated.
17 That's what I think he meant by "advocacy."

03:44PM

03:44PM

03:44PM

18 I don't think "advocacy" is really the
19 right word for that, but whatever word he used,
20 the moving parties have not proven that it was
21 materially different than the types of things
22 the special master did at the earlier ex parte
23 meetings with OFAC, nor have the moving parties
24 persuaded me that there's anything wrong with
25 what the special master did, whether we call it

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 advocacy or something else. Which, by the way,
2 everything he did, he did at my express
3 direction. I think it's important to keep in
4 mind the context here.

03:45PM 5 As Crystallex emphasized in argument
6 today, while we do have certain views of the
7 United States government on what's going on in
8 this process, they're somewhat outdated, and
9 they're expressly time bound. So in July 2020,
03:45PM 10 we received the statement of interest on behalf
11 of the United States government stating a
12 preference that the Court halt the prefatory
13 steps it was taking towards the sale. As is
14 entirely understandable and reasonable, that
03:45PM 15 position was the position of the United States
16 government, quote, at that time. It may well
17 still be the position of the United States
18 government, but in my view, there's absolutely
19 nothing improper about inquiring as to whether
03:46PM 20 it's still their view. It's not advocacy.
21 There's nothing improper about it.

22 Similarly, the denial without prejudice
23 that Crystallex requests for a specific license
24 was based on, as it had to be, circumstances at
03:46PM 25 that time, and I believe the letter expressly

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 notes that it's a denial without prejudice to
2 ask again and a denial at this time or at that
3 time.

4 The government's position could change at
03:46PM 5 any time, and, very importantly, this is
6 another important part of the context I think I
7 made repeatedly clear, I entirely respect and
8 understand that unless the current sanctions
9 regime is changed, it will be for the executive
03:46PM 10 branch and only the executive branch to
11 ultimately decide whether to grant the license
12 or licenses necessary for a sales transaction
13 to be completed and for the Court's judgment to
14 eventually be enforced. That is up to them.

03:47PM 15 Nothing a special master says or anything I say
16 or do will change that. And I think everything
17 that the special master does or says or has
18 done or said has to be understood in that
19 context.

03:47PM 20 We well understand and respect that the
21 last call, ultimately, will be for the
22 executive branch and so, of course, nothing he
23 says and nothing I say will be intended to try
24 to suggest anything to the contrary. There is
03:47PM 25 no evidence that the special master engaged in

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 the type of advocacy the moving parties contend
2 would be inappropriate, and because of that, I
3 need not resolve today the dispute which -- I
4 think there is a dispute in the room as to
03:47PM 5 whether it would be inappropriate for the
6 special master to have engaged in the kinds of
7 advocacy that were alleged. At least
8 Crystallex, I think, argues that it would not
9 be. I don't need to decide that dispute today.
03:48PM 10 There's no evidence that he did anything that
11 would be improper.

12 So that was a lengthy side note on what
13 are we talking about when we say "advocacy,"
14 but I still am trying to articulate why I think
03:48PM 15 the motion to disqualify the special master was
16 untimely. And the first point for that is I do
17 think everything that occurred since at least
18 May of 2021 is relevant to understanding the
19 timing.

03:48PM 20 But I now want to say in the alternative,
21 if you wipe all of that away and only look at
22 what happened from December 28, 2022, to the
23 filing of the motion in front of me today on
24 January 23, 2023, if you only look at that time
03:48PM 25 frame, I still think the motion, as an

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 alternative basis for my ruling, is untimely
2 and sufficiently untimely that it is denied on
3 that basis as well. I do view the facts of
4 what happened in late December and early
03:49PM 5 January of this year as, essentially,
6 undisputed at this point. By December 28th of
7 last year, the Venezuela parties knew that the
8 special master would meet with OFAC sometime in
9 January and knew that the special master had
03:49PM 10 not coordinated with them, asked about their
11 schedule, to figure out what day in January
12 they should meet.

13 As best as the record can tell, you
14 didn't even contact them about setting up the
03:49PM 15 meeting with OFAC, and so by December 28th,
16 particularly given the pattern of the special
17 master's meetings with OFAC being ex parte and
18 the sale procedures order not doing anything to
19 change that, I think by December 28th, the
03:50PM 20 Venezuela parties had actual knowledge that
21 there would be a meeting in January and it
22 would be ex parte between the special master
23 and the Venezuela parties. If the Venezuela
24 parties really believed that that was going to
03:50PM 25 be grounds, ultimately, for disqualification of

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

03:50PM

1 the special master, a special master on whom,
2 as we've heard today, they spent a lot of money
3 on and I, of course, spent a lot of time giving
4 assignments to and having vested my authority
5 in, if they really thought that was going to be
6 meritorious grounds for disqualifying the
7 special master, I think that's an emergency
8 that requires contacting the Court or doing
9 your level best to contact the Court within a
10 day, two days maybe, three days at most.

03:50PM

11 I'm not saying that you necessarily have
12 to have fully coordinated amongst all
13 yourselves and have written a nice brief, but
14 if you think you're in good faith sitting on an
15 issue that could mandatorily require me to
16 disqualify the special master, I don't think
17 you can wait from December 28th until
18 January 9th without even contacting the Court
19 and giving it a hint that there is this kind of
20 emergency.

03:51PM

03:51PM

21 Of course, at that point, January was
22 undefined. There was no specific date, or at
23 least the parties had no knowledge at that
24 point as to January and January 12th, so could
25 have meant presumably not January 1st but maybe

03:51PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

03:52PM

1 January 3rd. I just don't think you can sit on
2 that kind of an issue for that many days
3 without even contacting the Court.

03:52PM

03:52PM

4 Time went on. On December 30th, the
5 special master let the Venezuela parties know a
6 meeting was scheduled for January 12th
7 specifically. Again, they knew or absolutely
8 should have known, based on the pattern and
9 practice and sale procedures order, that that
10 meeting would be ex parte, and that was
11 expressly confirmed on January 3rd, and it was
12 also on January 3rd, evidently, that the first
13 use of the word "advocate" came up, although I
14 think that should have been understood from at
15 least December 28th, if not well before that.

03:52PM

16 Anyway, even if -- and I don't think this
17 is the best way to see it -- even if the clock
18 started ticking only on January 3rd, you can't
19 wait from January 3rd until January 9th to
20 contact the Court if you want to seek relief
21 that becomes moot on January 11th or the
22 morning of January 12th, particularly when the
23 stakes are this high and this much money has
24 been spent on the special master, this much
25 litigation has gone into directing the special

03:53PM

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

03:53PM

03:53PM

03:54PM

03:54PM

03:54PM

1 master what to do.

2 At best for the Venezuela parties, they
3 knew a meeting was scheduled to occur 13 --
4 they knew for 13 days and they let 10 of those
5 days lapse before contacting the Court or
6 seeking any relief. They took up 10 of
7 13 days, which by my calculation is 77 percent
8 of the potential time I had to hear about the
9 dispute, get briefing on it, review the
10 briefing, analyze the issue, make a decision,
11 and articulate the decision.

12 I recognize there's not a lot of case
13 law, if any, that says waiting a matter of days
14 makes a motion to disqualify untimely, but I do
15 think the circumstances here are, perhaps,
16 unique and extreme enough that the pace at
17 which the Venezuela parties moved, even if I
18 don't start the clock until December 28th, was
19 simply too slow, and I would say substantially
20 too slow. I certainly don't believe that the
21 Venezuela parties moved as swiftly as was
22 reasonably practical. And I do think in this
23 context, the delay was substantial, as the
24 Third Circuit cases require for all the reasons
25 I've just explained.

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

03:54PM

03:55PM

03:55PM

03:55PM

03:56PM

1 And I also have reluctantly concluded
2 that the delay was strategic; that is, I think
3 the way the Venezuela parties have handled the
4 issues relating to the OFAC meeting, the relief
5 that they've sought, first with respect to the
6 meeting itself and now to disqualify the
7 special master, I do believe it has a -- at
8 least a substantial element of being tactical
9 and designed with at least a partial goal of
10 further delaying these proceedings.

11 As Mr. Estrada observed this morning --
12 and I've had occasion to go back, of course,
13 and review the briefing again on the original
14 motion directed to the January 12th meeting --
15 the argument that after the meeting the special
16 master must mandatorily be disqualified because
17 he is in possession of some otherwise
18 undisclosed information, factual information on
19 a disputed issue, is at best -- and being
20 generous to the Venezuela parties -- at best
21 hinted at in the briefing on the first motion.
22 There's no explicit reference to Section
23 455(b)(1), which is one of the significant
24 bases for the disqualification motion.

25 And I think no persuasive basis has been

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 given for why the moving parties did not make a
2 455(b)(1) argument in their efforts to modify
3 the meeting parameters, which leads me, again,
4 reluctantly, to the conclusion that at least
03:56PM 5 part of their motivation was to hold an
6 argument in reserve to throw at the Court weeks
7 after the meeting as a potential basis to
8 compel the Court to disqualify his special
9 master.

03:56PM 10 And it probably goes without saying, but
11 if I disqualify the special master, it will set
12 back and further delay these already delayed
13 proceedings, perhaps by quite a lot, and so it
14 may also lead and it may also have led, had I
03:56PM 15 been persuaded to do that, to an argument that
16 I should be disqualified. And while I'm
17 confident other judges could effectively, of
18 course, preside over these actions, I have the
19 years of experience invested in it now, and it
03:57PM 20 would no doubt delay things substantially if we
21 needed to resign these matter to another judge.

03:57PM 22 So I think that all of that, that
23 potential to really substantially slow down
24 these proceedings even further by going after
25 the special master, potentially asking to

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 remove me, was at least part of what was going
2 on in the timing, the very, in my mind, unduly
3 delayed timing of these motions.

03:57PM 4 All of the reasons that the motion
5 directed to the meeting was untimely apply
6 equally, if not more so, to the motion to
7 disqualify, which, of course, was not filed
8 until January 23rd after the meeting. It is,
9 at least, as I say, as untimely as the motions
03:58PM 10 meeting itself. That's all I had to say about
11 timeliness.

12 As a further reason for denying -- for
13 granting -- as a further ground for denying the
14 motion to disqualify, I do believe that the
03:58PM 15 bases on which the Venezuela parties seek
16 disqualification of the special master are
17 waived. Really, the same analysis as to the
18 timeliness. Because the moving parties have no
19 evidence that the ex parte meeting on
03:58PM 20 January 12th was materially different than all
21 of the prior meetings given the course of how
22 we got to January 12th, I conclude that the
23 Venezuela parties' long-time acquiescence in
24 the special master's ex parte engagement with
03:58PM 25 OFAC, which was materially similar to what he

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 had done repeatedly before, I find that that
2 also constitutes a waiver of their right to
3 seek disqualification of the special master
4 based on that meeting.

03:59PM 5 Further, just a little bit more on why
6 the motion fails on the merits. If the timing
7 argument and the waiver are not enough, I find
8 that as, I've already said, there's no
9 sufficient evidence to grant the motion. Let
03:59PM 10 me add to that. Specifically under 455(a), I
11 find the special master's and my impartiality
12 cannot be reasonably questioned. A reasonable
13 person with knowledge of all the facts would
14 not conclude that his or my impartiality might
03:59PM 15 be reasonably questioned. The Court has
16 authorized the ex parte meetings which the law
17 permits me to do. The special master's opening
18 brief opposing this motion at pages 9 to 11 and
19 the letter filed by ConocoPhillips, DI 522 at
04:00PM 20 pages 3 to 4, set out how Federal Rule of Civil
21 Procedure 53 and various cases applying that
22 rule approve of judges authorizing ex parte
23 communications by a special master with the
24 Court or a party. That's the express language
04:00PM 25 of Rule 53, and that language has been -- as

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 explained in those filings and in the cases
2 cited, that language has been interpreted to
3 include the Court's ability to authorize ex
4 parte communications with third parties.

04:00PM 5 I am persuaded that these authorities
6 make my order lawful and that the challenging
7 facts and circumstances I am confronting in
8 this case make my order reasonable and
9 necessary. There is nothing improper or
04:00PM 10 anything a reasonable person would think
11 improper in the special master assisting the
12 Court in its efforts to enforce judgments that
13 have been entered and affirmed, and no
14 reasonable person would think that there is
04:01PM 15 anything improper or giving rise to a
16 reasonable basis to question impartiality in
17 using the special master in this way and in him
18 following my direction to do so.

19 In addition to Rule 53, the Court does
04:01PM 20 have an inherent power to enforce its own
21 judgment and to issue orders as necessary to
22 make its judgments effective. That proposition
23 is supported in many places, but among others,
04:01PM 24 in the *Peacock* decision of the Supreme Court
25 516 U.S. at 356.

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna, Delaware 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

04:02PM 1 As for the 455(b) grounds, the special
2 master does not, nor do I, have any personal
3 knowledge of disputed evidentiary facts
4 concerning the proceeding, which is what must
5 be shown and has not been shown for
6 disqualification under 455(b).
7 There is not and will not be any dispute
8 as to what OFAC's position is. We're not going
9 to litigate that. OFAC will tell us its
04:02PM 10 position or it won't tell us its position, and
11 we will all accept that is their position or
12 they're not going to tell us what their
13 position is. That's not the kind of issue.
14 It's not a factual dispute over an evidentiary
04:02PM 15 fact concerning this proceeding that the rule
16 is concerned with.
17 So for all of those reasons, my decision
18 is to deny the motion to disqualify. I will
19 give you a chance to tell me if you have any
04:02PM 20 questions about my rulings, but I want to say
21 one further thing before you do. I would like
22 to set up, though I do want to get your views
23 on this, I would like to set up a regular
24 meeting with the special master, ex parte
04:03PM 25 meeting for myself, perhaps on a monthly or

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

04:03PM 1 every-two-month basis. I don't want them to be
2 secret meetings. I don't think there have been
3 any secret meetings, but I don't want there to
4 be any doubts that, you know, every month,
5 every two months, whatever it is, on a schedule
6 that I would propose be shared with the
7 parties, he and I and potentially his advisors
8 are going to meet.
9 I am open to suggestions that perhaps I
04:03PM 10 need to have a court reporter there to take
11 down a confidential record that would be sealed
12 until some further order, presumably from an
13 appellate court, saying this needs to be
14 unsealed. I would consider doing that. I
04:04PM 15 would consider doing either alternatively or in
16 addition that the special master gives you all
17 an agenda of what he plans to talk to me about
18 and maybe writes a short summary of what was
19 discussed, but I do think -- and this is not
04:04PM 20 meant to suggest that I already know we're
21 going forward. I don't know we're going
22 forward. I don't know what OFAC is going to
23 say. I don't know what the special master is
24 going to say. I don't know what positions
04:04PM 25 you're all going to take.

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 But I can say it's challenging not
2 knowing when this case or these cases are going
3 to need my attention, and I know that's
4 inherent in litigation. You all don't probably
04:04PM 5 know either, but it will be helpful to me to
6 know that I have a sort of regular opportunity
7 to check in with the special master and
8 hopefully not be surprised by emergency motions
9 and things that really require my attention
04:05PM 10 when it may not be the most opportune time.
11 I'm going to give you all time to talk
12 amongst yourselves on that and get back to me
13 with your views on it, but that is something
14 I'm interested in setting up.
04:05PM 15 With that -- and I don't want anymore
16 argument. We had a lot of argument today. If
17 you have any questions about anything I said
18 and particularly my ruling, I'm happy to hear
19 it. Let me start with Mr. Schrock.
04:05PM 20 MR. SCHROCK: Thanks very much, Your
21 Honor. No questions.
22 THE COURT: Mr. Estrada?
23 MR. ESTRADA: No questions on your
24 ruling, Your Honor.
04:05PM 25 THE COURT: Ms. Wolf back there?

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

1 MS. WOLF: None thank you.
2 THE COURT: Mr. Eimer?
3 MR. EIMER: None for us, Your Honor.
4 THE COURT: Anybody else?
04:05PM 5 So let's do this. Let me have the sales
6 process parties meet-and-confer and get me a
7 status report. Let's make it April 6th. It's
8 a week from today, I think. Perhaps a day
9 before, maybe we'll hear from OFAC, but the
04:06PM 10 only thing I for sure need you to put in the
11 status report is have you had a chance to talk
12 about my idea of a regular, recurring meeting
13 with the special master ex parte and do you
14 want any limitations or precautions on that.
04:06PM 15 Of course, you can add anything else you want,
16 but that's what I will be looking for.
17 Thank you. It's been an enjoyable day.
18 I appreciate all the help, and I will be in
19 recess.
20
21
22
23
24
25

DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, Delaware 19977
Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

C E R T I F I C A T E

STATE OF DELAWARE)

) ss:

COUNTY OF NEW CASTLE)

I, Deanna L. Warner, a Certified
Shorthand Reporter, do hereby certify that as
such Certified Shorthand Reporter, I was
present at and reported in Stenotype shorthand
the above and foregoing proceedings in Case
Number 17-151-LPS, *CRYSTALLEX INTERNATIONAL*
CORP. Vs. BOLIVARIAN REPUBLIC OF VENEZUELA,
heard on March 30, 2023.

I further certify that a transcript of
my shorthand notes was typed and that the
foregoing transcript, consisting of 125
typewritten pages, is a true copy of said
MOTION TO DISQUALIFY.

SIGNED, OFFICIALLY SEALED, and FILED
with the Clerk of the District Court, NEW
CASTLE County, Delaware, this 31st day of
March, 2023.

Deanna L. Warner, CSR, #1687
Speedbudget Enterprises, LLC



DEANNA WARNER, CSR
202 Ashfield Court, Smyrna, DE 19977
Phone: (302) 893-1158 E-mail: deanna@speedbudget.biz

#	28 [2] - 65:6, 111:22 28th [6] - 112:6, 112:15, 112:19, 113:17, 114:15, 115:18 29 [1] - 52:17 2:30 [1] - 100:1 2nd [1] - 52:4	481 [1] - 107:16 4A [1] - 1:13	accept [3] - 34:21, 62:5, 121:11 access [2] - 91:22, 92:9 accord [1] - 59:5 accordance [2] - 92:23, 93:12 according [2] - 13:14, 94:21 account [1] - 52:6 accurate [1] - 15:2 accusatory [1] - 35:11 acknowledge [1] - 68:8 acknowledges [1] - 81:2 acquiescence [1] - 118:23 acquire [1] - 51:24 acquired [2] - 47:17, 76:14 acquisition [2] - 61:4, 76:23 act [1] - 87:5 acted [1] - 31:16 acting [3] - 18:3, 18:13, 58:8 action [3] - 47:20, 62:11, 101:8 actions [4] - 30:9, 32:6, 50:17, 117:18 activated [3] - 84:15, 97:17, 99:18 activating [1] - 95:17 activity [1] - 18:4 actual [2] - 106:3, 112:20 ad [1] - 84:9 add [9] - 14:24, 73:4, 73:9, 75:13, 83:22, 88:25, 102:25, 119:10, 124:15 added [4] - 86:6, 89:13, 90:11, 90:19 adding [2] - 90:13, 107:11 addition [4] - 16:15, 16:18, 120:19, 122:16 additional [10] - 80:6, 85:11, 86:5, 86:15, 87:1, 87:2, 90:14, 90:19, 93:6, 93:9 address [9] - 4:23, 5:9, 16:3, 18:19, 21:17, 77:9, 78:25, 86:7, 94:1 addressed [3] - 38:11, 86:10, 90:6 adjudicated [4] -	52:23, 58:4, 59:10, 59:16 adjudication [1] - 59:14 adjust [1] - 71:8 administration [3] - 25:14, 53:18, 53:20 administrations [2] - 22:4, 72:23 admiration [1] - 47:3 admit [2] - 32:11, 39:25 admitted [1] - 53:17 admitting [1] - 66:12 adopt [1] - 106:25 adopted [1] - 106:2 adoption [1] - 60:22 advance [1] - 32:4 advantage [1] - 50:20 advisement [2] - 78:22, 78:23 advisors [5] - 10:14, 13:18, 84:19, 106:20, 122:7 advisory [1] - 93:21 advocacy [54] - 17:4, 17:5, 17:25, 18:4, 18:8, 18:10, 18:16, 22:5, 22:13, 25:15, 27:7, 28:22, 29:2, 29:3, 29:6, 29:11, 30:1, 30:5, 30:20, 31:10, 31:14, 31:23, 32:13, 35:8, 35:17, 38:14, 40:11, 42:10, 42:14, 42:21, 44:22, 47:5, 55:3, 66:12, 66:13, 70:20, 71:14, 73:21, 76:19, 77:2, 77:24, 78:8, 104:5, 105:21, 105:23, 108:3, 108:17, 108:18, 109:1, 109:20, 111:1, 111:7, 111:13 advocate [7] - 16:20, 45:17, 56:7, 66:10, 67:17, 69:25, 114:13 advocated [3] - 22:1, 104:7, 104:8 advocating [8] - 20:1, 21:5, 24:22, 45:2, 45:4, 47:10, 74:12, 75:1 affirmatively [1] - 60:21 affirmed [2] - 24:19, 120:13 affront [1] - 59:22 afternoon [11] - 95:6,
#1687 [1] - 125:22		5		
\$		5 [1] - 105:19 513 [1] - 105:18 516 [1] - 120:25 522 [1] - 119:19 53 [3] - 119:21, 119:25, 120:19		
\$900 [1] - 94:25		6		
1	3	6 [1] - 86:21 6th [1] - 124:7		
1 [2] - 94:25, 107:16 10 [3] - 95:2, 115:4, 115:6 11 [1] - 119:18 11th [2] - 32:18, 114:21 125 [1] - 125:14 12th [20] - 7:19, 7:25, 10:6, 10:13, 14:13, 30:16, 32:22, 45:14, 74:6, 81:8, 82:6, 84:10, 103:13, 103:16, 113:24, 114:6, 114:22, 116:14, 118:20, 118:22 13 [3] - 115:3, 115:4, 115:7 13-some [1] - 94:22 17 [2] - 26:2, 106:24 17-151-LPS [2] - 1:5, 125:9 1:00 [1] - 99:25 1st [1] - 113:25	3 [4] - 104:22, 105:19, 107:17, 119:20 30 [3] - 14:17, 30:13, 125:11 30th [11] - 1:13, 12:8, 12:19, 15:13, 20:10, 36:16, 36:20, 36:22, 68:6, 91:21, 114:4 31st [1] - 125:19 324 [2] - 94:17, 94:23 348 [1] - 106:9 356 [1] - 120:25 39 [1] - 106:10 3:30 [2] - 100:6, 100:12 3rd [11] - 12:5, 30:17, 31:2, 32:14, 32:16, 44:21, 114:1, 114:11, 114:12, 114:18, 114:19	7		
		7 [1] - 33:4 77 [1] - 115:7 7th [7] - 11:10, 11:15, 11:20, 12:1, 19:11, 71:7, 91:19		
	4	8		
		8 [4] - 48:4, 86:21, 95:2, 106:10 8th [1] - 13:15		
		9		
2	4 [3] - 107:17, 107:18, 119:20 40 [1] - 106:10 409 [1] - 106:22 443 [2] - 52:17, 106:23 453 [1] - 52:4 455 [5] - 31:13, 34:12, 51:22, 60:6, 77:18 455(a) [7] - 49:17, 65:6, 66:24, 67:2, 104:21, 105:4, 119:10 455(a) [1] - 66:15 455(b) [4] - 66:20, 67:1, 104:22, 121:1 455(b) [2] - 105:9, 121:6 455(b)(1) [11] - 47:15, 49:11, 51:3, 51:22, 61:3, 64:23, 66:22, 66:23, 75:22, 116:23, 117:2 455(b)(1) [1] - 75:20 48 [2] - 32:20, 33:4 480 [1] - 107:21	9 [1] - 119:18 9th [10] - 31:4, 32:11, 32:16, 32:17, 33:3, 34:23, 49:1, 62:21, 113:18, 114:19		
2 [6] - 80:22, 81:4, 82:16, 82:23, 83:18, 104:22 2020 [3] - 53:19, 72:1, 109:9 2021 [7] - 41:18, 48:4, 54:2, 105:15, 106:9, 106:10, 111:18 2022 [7] - 30:13, 54:7, 106:2, 106:23, 107:8, 107:18, 111:22 2023 [4] - 1:13, 111:24, 125:11, 125:20 22 [1] - 52:18 22nd [1] - 29:18 23 [2] - 37:14, 111:24 23rd [4] - 34:9, 34:23, 36:7, 118:8		A		
		a-ha [1] - 49:20 ability [2] - 73:25, 120:3 able [3] - 33:19, 90:7, 100:2 Abraham [1] - 101:19 ABRAHAM [1] - 1:17 Abrams [1] - 5:4 ABRAMS [1] - 2:8 absent [1] - 57:7 absolutely [3] - 45:9, 109:18, 114:7 absurd [1] - 60:6 abundance [2] - 10:12, 101:8		

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>101:12, 101:15, 101:18, 101:24, 102:4, 102:5, 102:10, 102:17, 102:19, 102:21 agenda [5] - 6:23, 6:25, 13:23, 106:19, 122:17 ago [4] - 26:12, 58:10, 58:18, 59:16 agree [11] - 27:13, 42:23, 44:5, 55:11, 55:15, 55:16, 57:18, 62:4, 92:21, 94:12, 99:5 agreed [5] - 52:9, 55:20, 60:21, 61:24, 62:10 agreeing [3] - 44:3, 62:1, 72:24 agreement [3] - 95:18, 98:24, 99:16 ahead [2] - 13:9, 80:3 ALEX [1] - 1:20 Alex [1] - 4:23 ALEXANDRA [1] - 2:21 Ali [1] - 5:13 ali [1] - 102:1 alignment [1] - 72:15 all-day [1] - 48:3 alleged [1] - 111:7 allow [8] - 21:4, 27:15, 43:11, 69:12, 70:5, 71:5, 75:4, 96:6 allowance [1] - 95:20 allowed [2] - 46:3, 63:24 allowing [1] - 31:3 allows [2] - 94:23, 95:18 alter [2] - 90:18, 93:19 alternative [2] - 111:20, 112:1 alternatively [1] - 122:15 ambiguous [1] - 35:12 amendment [1] - 104:24 amoeba [1] - 76:7 amoeba-like [1] - 76:7 amy [3] - 6:5, 63:6, 90:1 Amy [1] - 102:13 AMY [1] - 3:5 analysis [3] - 32:23, 59:12, 118:17 analyze [1] - 115:10 AND [1] - 1:2 ANDERS [1] - 2:12</p>	<p>Anders [1] - 5:8 ANDERSON [1] - 1:16 anderson [2] - 4:19, 101:20 answer [1] - 55:24 answered [2] - 16:9, 103:4 anticipate [4] - 92:6, 99:8, 100:9, 100:10 anyway [2] - 53:2, 114:16 apologize [1] - 26:11 apparent [1] - 7:14 appeal [1] - 91:10 appeals [2] - 57:13, 91:11 appearance [2] - 6:12, 26:4 appearances [2] - 4:5, 101:10 APPEARANCES [1] - 1:15 Appearances [2] - 2:1, 3:1 appearing [1] - 4:21 appellate [1] - 122:13 applicability [2] - 51:22, 91:18 applicable [9] - 26:20, 26:24, 29:4, 42:25, 43:3, 44:6, 44:8, 92:24, 93:12 application [1] - 54:2 applied [2] - 19:14, 82:17 applies [3] - 18:25, 26:24, 52:7 apply [3] - 24:7, 57:5, 118:5 applying [1] - 119:21 appointed [2] - 37:15, 38:4 appreciate [1] - 124:18 appreciated [1] - 33:21 approach [1] - 44:25 appropriate [12] - 23:25, 24:3, 24:9, 56:7, 65:18, 66:2, 70:9, 74:3, 74:20, 93:5, 94:1, 96:4 approval [1] - 10:23 approve [3] - 19:22, 20:17, 119:22 approved [3] - 10:20, 37:20, 96:5 approving [1] - 81:5 April [17] - 11:10, 11:15, 11:20, 12:1,</p>	<p>12:8, 12:19, 15:13, 19:11, 20:10, 20:25, 36:16, 36:20, 36:22, 71:7, 87:20, 91:19, 124:7 argue [1] - 38:22 argues [1] - 111:8 arguing [5] - 37:6, 37:10, 43:4, 43:5, 43:7 argument [24] - 8:3, 8:6, 8:9, 15:4, 15:11, 24:21, 28:11, 37:4, 56:19, 60:15, 78:7, 78:8, 78:12, 95:7, 100:9, 103:1, 109:5, 116:15, 117:2, 117:6, 117:15, 119:7, 123:16 arguments [8] - 37:23, 40:3, 66:23, 71:18, 76:7, 78:5, 78:20, 81:16 Aronstam [2] - 6:2, 102:11 ARONSTAM [1] - 3:2 arrange [1] - 10:5 arrangement [1] - 96:5 Arsht [1] - 5:13 ARSHT [1] - 2:20 articulate [2] - 111:14, 115:11 ascertain [1] - 24:4 aside [1] - 23:13 aspects [1] - 60:19 assert [1] - 50:19 asserted [2] - 61:10, 104:21 asserting [1] - 67:16 assertion [1] - 47:15 asset [1] - 90:4 assets [3] - 25:6, 89:2, 94:24 assignments [1] - 113:4 assisting [1] - 120:11 assume [3] - 55:11, 70:13, 95:4 assumed [1] - 92:4 assumption [5] - 7:17, 17:16, 34:22, 70:22, 80:14 assured [1] - 59:6 astounding [1] - 49:2 attach [3] - 88:17, 90:7, 92:16 attached [1] - 89:2 attachment [11] - 41:6, 58:6, 87:2,</p>	<p>88:7, 88:9, 89:7, 89:14, 94:17, 94:20, 94:25 attachments [4] - 41:5, 88:12, 88:19, 94:14 attempt [1] - 107:12 attempting [1] - 74:24 attend [5] - 10:7, 10:11, 49:7, 75:21, 108:2 attendance [1] - 49:9 attended [1] - 13:17 attention [2] - 123:3, 123:9 ATTORNEY [2] - 79:16, 84:8 attorneys [2] - 51:14, 73:16 AUBRE [1] - 2:18 Aubre [2] - 5:22, 102:8 authorities [2] - 65:5, 120:5 authority [9] - 19:1, 19:5, 25:4, 29:1, 55:21, 66:7, 94:18, 108:13, 113:4 authorization [2] - 95:15, 99:1 authorize [2] - 68:9, 120:3 authorized [5] - 38:20, 39:14, 66:14, 98:1, 119:16 authorizes [1] - 68:10 authorizing [1] - 119:22 available [1] - 33:12 await [1] - 46:13 aware [2] - 10:6, 73:17</p>	<p>basis [22] - 31:16, 31:17, 31:20, 41:21, 41:25, 48:24, 49:6, 49:9, 61:5, 61:10, 62:8, 65:5, 74:19, 93:19, 103:24, 104:20, 112:1, 112:3, 116:25, 117:7, 120:16, 122:1 Bayliss [1] - 5:4 BAYLISS [1] - 2:8 bear [6] - 61:22, 69:10, 84:16, 86:18, 86:19, 89:12 bears [2] - 47:23, 89:10 became [2] - 7:14, 7:25 becomes [1] - 114:21 becoming [1] - 90:22 beggars [1] - 62:16 beginning [1] - 8:25 begrudge [1] - 40:2 behalf [22] - 4:13, 5:5, 5:14, 5:20, 6:3, 6:17, 15:15, 25:5, 29:3, 29:6, 37:2, 45:2, 46:23, 49:4, 63:8, 75:1, 90:1, 101:14, 101:20, 102:1, 102:12, 109:10 behavior [7] - 31:21, 49:4, 49:22, 62:15, 62:23, 76:3, 78:2 belatedly [1] - 106:4 benefit [2] - 39:5, 46:20 benefits [1] - 10:18 BENTLEY [1] - 1:20 Bentley [2] - 4:24, 101:22 best [9] - 29:19, 85:15, 107:3, 112:13, 113:9, 114:17, 115:2, 116:19, 116:20 better [1] - 12:11 between [14] - 7:20, 16:23, 16:24, 18:9, 18:16, 29:25, 32:13, 32:16, 32:17, 42:9, 48:21, 65:25, 84:18, 112:22 beyond [1] - 77:8 bias [1] - 104:1 bid [1] - 20:18 bidder [2] - 20:17, 21:4 bidders [1] - 11:3 bill [2] - 81:21, 99:10</p>
B				
<p>b) [1] - 67:7 back-end [1] - 12:5 bad [1] - 47:1 balls [1] - 40:3 ban [1] - 56:22 banking [1] - 97:7 based [13] - 30:8, 47:14, 50:25, 56:19, 61:14, 75:19, 76:13, 76:23, 87:24, 103:20, 109:24, 114:8, 119:4 bases [3] - 104:16, 116:24, 118:15 basic [1] - 64:15 basing [1] - 54:8</p>				

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

billing [4] - 9:5, 79:3, 79:12, 80:4 billion [3] - 86:21, 94:22, 94:25 billions [1] - 41:2 bills [5] - 48:17, 61:16, 80:6, 83:8, 83:9 BIRK [1] - 2:24 bit [3] - 42:11, 102:23, 119:5 black [1] - 78:15 blank [1] - 76:18 blindly [1] - 57:4 block [1] - 25:5 blocking [2] - 54:17, 58:11 Bloomberg [1] - 94:21 BOLIVARIAN [2] - 1:6, 125:10 BOND [1] - 3:16 bothered [1] - 61:18 bound [1] - 109:9 branch [36] - 17:25, 20:2, 20:15, 21:2, 21:20, 22:2, 22:6, 22:16, 22:22, 24:25, 25:5, 25:8, 25:10, 25:15, 25:16, 26:24, 27:22, 44:15, 45:9, 46:1, 53:12, 58:24, 60:2, 63:16, 63:25, 66:1, 68:22, 68:25, 69:24, 71:2, 71:3, 74:1, 74:14, 110:10, 110:22 brief [6] - 13:6, 13:15, 35:5, 73:4, 113:13, 119:18 briefing [16] - 7:6, 32:20, 33:10, 35:2, 35:3, 64:16, 80:17, 80:25, 93:13, 94:15, 95:5, 103:11, 115:9, 115:10, 116:13, 116:21 briefly [4] - 9:14, 63:4, 73:10, 93:7 briefs [2] - 26:2, 42:14 bringing [1] - 41:13 broad [1] - 67:20 broadly [1] - 93:2 brought [1] - 58:15 burden [3] - 41:24, 103:24, 104:2 business [2] - 33:23, 33:24 bust [1] - 48:12 BY [14] - 1:16, 2:9, 2:11, 2:15, 2:17, 2:21, 2:23, 3:2, 3:5,	3:8, 3:11, 3:14, 3:17, 3:20 C calculation [1] - 115:7 calculus [1] - 20:3 cannibalized [1] - 72:20 cannot [4] - 26:4, 47:6, 52:21, 119:12 canons [2] - 60:6, 104:22 cap [5] - 80:22, 81:4, 82:16, 82:24, 83:19 capable [1] - 58:19 capacity [1] - 18:3 careful [4] - 4:6, 25:20, 53:20, 68:21 carefully [1] - 37:3 Caroon [1] - 101:20 carry [1] - 37:16 carrying [1] - 37:17 Case [2] - 1:5, 125:8 case [20] - 7:25, 9:12, 27:3, 27:4, 43:4, 44:11, 49:2, 49:14, 52:7, 56:10, 57:12, 57:18, 59:2, 70:8, 78:10, 88:18, 105:5, 115:12, 120:8, 123:2 cases [6] - 37:15, 77:10, 115:24, 119:21, 120:1, 123:2 CASSEL [1] - 3:6 Cassel [1] - 6:5 Cassell [1] - 102:14 CASTLE [2] - 125:3, 125:19 categorical [1] - 29:24 categorically [3] - 27:21, 56:12, 57:12 caused [1] - 59:3 caution [2] - 10:12, 101:9 cease [1] - 83:10 center [1] - 86:4 centerpiece [1] - 49:25 certain [4] - 27:12, 79:11, 97:2, 109:6 certainly [32] - 8:7, 17:15, 31:17, 37:8, 37:10, 38:5, 39:4, 39:23, 44:10, 44:18, 45:22, 46:8, 70:7, 71:4, 71:19, 75:2, 75:8, 82:19, 82:21, 84:11, 85:10, 86:17,	92:14, 93:16, 96:20, 96:25, 97:4, 97:9, 97:16, 97:19, 99:21, 115:20 Certified [2] - 125:4, 125:6 certify [2] - 125:5, 125:12 cetera [1] - 64:10 challenging [2] - 120:6, 123:1 chance [10] - 6:24, 8:12, 9:8, 12:20, 15:4, 73:4, 96:13, 99:24, 121:19, 124:11 change [41] - 16:21, 17:14, 18:1, 20:2, 22:2, 22:5, 22:16, 22:22, 23:1, 23:9, 23:12, 25:11, 25:16, 29:3, 30:1, 30:5, 30:20, 37:6, 37:8, 37:10, 39:1, 43:5, 43:6, 43:7, 44:24, 53:13, 54:21, 55:3, 55:9, 55:10, 55:13, 63:19, 63:22, 68:25, 70:21, 71:6, 74:13, 104:7, 110:4, 110:16, 112:19 changed [1] - 110:9 chapter [1] - 39:13 charged [1] - 63:12 chase [1] - 101:22 CHASE [1] - 1:20 Chase [1] - 4:23 check [1] - 123:7 chief [1] - 43:24 CHILDS [2] - 2:9, 5:3 Childs [1] - 5:4 chill [1] - 30:22 chilled [1] - 17:5 Circuit [1] - 59:17 circuit [12] - 18:14, 20:21, 31:19, 36:3, 59:21, 59:24, 72:13, 81:19, 91:10, 105:2, 105:6, 115:24 circumspect [7] - 35:6, 35:10, 50:8, 50:12, 50:14, 64:24, 64:25 circumspection [1] - 76:2 circumstances [8] - 25:2, 33:13, 57:4, 79:11, 88:16, 109:24, 115:15, 120:7	citation [5] - 34:11, 66:25, 67:7, 75:22, 75:24 citations [1] - 77:18 cite [8] - 61:19, 61:20, 62:20, 65:5, 65:6, 70:2, 70:7, 70:8 cited [4] - 49:16, 67:8, 67:9, 120:2 Citgo [6] - 2:25, 5:14, 36:18, 72:20, 94:22, 102:2 Citgo/PDVH [1] - 3:21 citing [2] - 76:21, 76:22 city [1] - 54:10 civil [2] - 58:16, 119:20 claim [3] - 57:16, 88:5, 89:3 claiming [1] - 66:13 claims [1] - 90:23 clarification [1] - 21:25 clarify [5] - 36:12, 73:18, 75:16, 96:8, 99:20 clarity [14] - 10:24, 37:22, 37:25, 39:3, 39:8, 40:16, 40:20, 42:9, 45:25, 48:10, 86:24, 90:12, 107:13, 108:11 clause [1] - 104:23 cleaning [1] - 51:10 clear [26] - 11:4, 31:12, 34:11, 34:13, 34:19, 34:20, 34:22, 35:19, 39:18, 48:1, 48:3, 49:21, 52:8, 67:15, 67:18, 71:22, 72:3, 73:20, 74:6, 74:7, 77:18, 83:2, 98:19, 110:7 clearly [4] - 18:7, 41:23, 62:15, 78:9 clerk [1] - 32:19 Clerk [1] - 125:18 clerks [1] - 13:20 client [4] - 83:7, 89:10, 90:4 client's [1] - 47:6 clock [2] - 114:17, 115:18 close [3] - 19:24, 29:22, 86:16 closer [1] - 39:19 co [3] - 5:6, 6:4, 6:18 co-counsel [3] - 5:6, 6:4, 6:18	Cobb [1] - 6:16 COBB [1] - 3:11 code [2] - 44:4, 104:22 cognizant [1] - 15:25 collectively [1] - 63:15 colloquy [2] - 48:5, 48:6 COLT [1] - 2:17 comfortable [1] - 17:2 coming [1] - 49:20 comment [1] - 95:8 common [2] - 60:24, 105:3 communicate [3] - 14:22, 39:15, 106:14 communication [6] - 7:18, 14:11, 68:10, 68:24, 105:17 communications [5] - 38:21, 38:23, 107:24, 119:23, 120:4 company [2] - 95:1, 95:3 compel [2] - 52:21, 117:8 compensation [2] - 95:24, 96:6 complaining [2] - 47:11, 66:17 complaint [1] - 77:1 completed [1] - 110:13 completely [4] - 38:3, 67:13, 69:3, 86:10 complexion [1] - 17:15 complying [1] - 97:10 component [1] - 52:3 compound [1] - 66:11 comprehension [1] - 62:17 compressed [1] - 35:4 conception [1] - 60:6 concern [5] - 17:23, 25:18, 35:15, 65:9, 89:18 concerned [3] - 28:1, 93:20, 121:16 concerning [3] - 51:2, 121:4, 121:15 concerns [3] - 42:17, 42:23, 106:4 conclude [4] - 61:14, 71:11, 118:22, 119:14 concluded [1] - 116:1 conclusion [3] - 29:10, 62:22, 117:4 conditional [4] - 41:5,
---	---	---	---	--

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

88:9, 90:16, 94:13 conduct [14] - 7:4, 34:4, 35:24, 36:5, 37:7, 38:2, 38:17, 61:1, 61:14, 61:21, 66:16, 104:23, 108:7 conducted [1] - 46:3 confer [3] - 99:7, 99:13, 124:6 conference [2] - 85:23, 100:1 conferred [1] - 25:4 confident [1] - 117:17 confidential [2] - 46:9, 122:11 confidentially [1] - 46:4 confirm [3] - 37:8, 72:5, 98:12 confirmed [2] - 107:19, 114:11 confronting [1] - 120:7 confuse [1] - 76:25 Congress [4] - 21:20, 25:4, 26:23, 70:18 Conoco [1] - 83:13 ConocoPhillips [11] - 3:10, 6:3, 8:13, 63:2, 63:8, 90:2, 90:7, 90:15, 91:1, 102:12, 119:19 ConocoPhillips' [1] - 90:6 consciously [1] - 62:10 consent [2] - 32:3, 36:1 consented [2] - 35:25, 68:13 consequence [1] - 50:17 consider [9] - 12:9, 18:4, 18:7, 57:22, 62:22, 74:1, 90:13, 122:14, 122:15 consideration [4] - 55:23, 55:24, 77:6, 77:7 considerations [4] - 19:2, 20:5, 21:22, 57:8 considered [1] - 41:6 considering [1] - 19:8 consistent [15] - 18:5, 18:22, 21:6, 25:12, 26:20, 28:2, 37:23, 38:3, 41:21, 69:2, 74:4, 74:20, 75:5, 82:15, 84:13	consisting [1] - 125:14 constitutes [1] - 119:2 consultation [1] - 92:18 consummated [2] - 71:6, 108:16 consummating [1] - 20:23 consummation [1] - 27:16 contact [4] - 65:2, 112:14, 113:9, 114:20 contacting [4] - 113:8, 113:18, 114:3, 115:5 contacts [1] - 76:9 contemplated [3] - 28:25, 105:24, 107:8 contemplates [1] - 97:2 contend [1] - 111:1 content [2] - 81:17, 82:7 contention [1] - 34:16 contest [1] - 27:15 context [6] - 60:22, 108:5, 109:4, 110:6, 110:19, 115:23 contexts [1] - 57:10 continuance [1] - 58:9 continuation [1] - 22:23 continue [7] - 14:15, 72:3, 80:14, 81:18, 85:19, 92:19, 99:7 continued [3] - 2:1, 3:1, 80:23 continuing [1] - 81:3 contrary [1] - 110:24 convenience [1] - 47:12 conversation [6] - 13:6, 13:16, 35:13, 48:15, 59:1, 65:24 conveyed [1] - 108:6 convince [1] - 63:19 cooperation [2] - 65:17, 66:1 coordinated [2] - 112:10, 113:12 coordination [1] - 33:24 copy [1] - 125:15 core [3] - 16:8, 17:23, 65:13 CORP [2] - 1:3, 125:10 correct [11] - 11:16, 13:12, 34:6, 57:2, 58:1, 70:22, 75:17,	93:10, 98:10, 98:16 correction [1] - 73:13 correctly [2] - 67:5, 97:25 correspondence [1] - 96:18 CORROON [1] - 1:16 Counsel [8] - 2:7, 2:13, 2:19, 2:25, 3:9, 3:15, 3:18, 3:21 counsel [19] - 1:21, 5:6, 5:15, 6:4, 6:18, 10:2, 16:10, 16:15, 16:19, 16:24, 17:7, 40:11, 47:4, 56:11, 69:8, 73:14, 75:24, 105:16, 108:5 counsel's [1] - 37:4 countries [2] - 58:21, 58:22 COUNTY [1] - 125:3 County [1] - 125:19 couple [7] - 28:9, 35:1, 39:18, 50:2, 69:25, 75:14, 76:4 course [30] - 12:24, 13:5, 20:8, 24:7, 27:2, 42:17, 50:10, 60:25, 62:11, 67:23, 68:1, 69:8, 70:15, 72:9, 72:21, 74:9, 82:15, 83:19, 85:24, 91:7, 91:9, 97:18, 110:22, 113:3, 113:21, 116:12, 117:18, 118:7, 118:21, 124:15 COURT [104] - 1:1, 4:1, 4:16, 4:25, 5:10, 5:18, 5:24, 6:11, 6:20, 8:20, 8:24, 11:14, 12:18, 12:24, 13:5, 13:10, 13:14, 15:3, 15:9, 15:17, 18:7, 20:9, 22:10, 22:15, 23:4, 23:16, 24:13, 25:24, 26:8, 26:13, 27:2, 28:4, 28:14, 32:9, 34:8, 36:9, 36:13, 36:19, 42:5, 42:8, 43:21, 44:20, 45:10, 46:14, 46:16, 50:6, 55:6, 55:18, 60:11, 63:2, 63:5, 64:3, 64:12, 66:20, 66:25, 67:4, 71:19, 73:3, 73:8, 75:12, 77:11, 77:15, 78:16, 79:13, 79:17, 79:22, 80:10, 81:12,	82:9, 83:1, 83:12, 83:21, 83:25, 85:21, 87:8, 87:12, 89:22, 91:4, 92:2, 92:8, 94:3, 95:11, 96:10, 97:24, 98:5, 98:8, 98:11, 98:18, 99:6, 99:22, 100:18, 100:21, 100:23, 101:1, 101:4, 101:7, 101:17, 101:23, 102:4, 102:16, 123:22, 123:25, 124:2, 124:4 court [14] - 4:2, 4:3, 4:8, 46:21, 50:2, 51:4, 71:16, 74:21, 77:4, 77:9, 91:11, 113:8, 122:10, 122:13 Court [99] - 4:18, 4:23, 5:9, 9:23, 9:25, 10:1, 10:6, 10:20, 11:4, 12:12, 12:17, 15:20, 15:25, 18:10, 18:20, 19:7, 21:10, 23:21, 24:1, 25:3, 27:5, 27:10, 29:13, 31:5, 32:24, 33:2, 33:20, 33:25, 37:9, 37:16, 37:18, 37:19, 38:7, 38:13, 40:6, 40:8, 40:23, 41:7, 41:14, 41:22, 43:20, 43:25, 44:1, 44:2, 44:10, 44:11, 44:12, 44:16, 44:19, 48:2, 48:5, 48:18, 48:20, 49:20, 50:16, 51:15, 52:22, 54:16, 56:1, 56:7, 56:12, 57:14, 57:20, 58:5, 59:4, 59:7, 59:11, 62:7, 62:21, 66:13, 75:19, 75:21, 77:3, 84:24, 85:17, 87:16, 90:13, 90:21, 92:25, 94:18, 94:23, 96:5, 104:4, 108:10, 109:12, 113:9, 113:18, 114:3, 114:20, 115:5, 117:6, 117:8, 119:15, 119:24, 120:12, 120:19, 120:24, 125:18 Court's [21] - 16:4, 20:4, 33:21, 37:11, 38:10, 38:16, 38:24, 39:9, 40:5, 40:12, 42:1, 43:13, 45:6, 66:2, 74:15, 75:4,	82:16, 87:7, 96:23, 110:13, 120:3 court's [1] - 65:17 courtroom [2] - 102:7, 102:13 Courtroom [1] - 1:13 courts [4] - 56:16, 57:10, 58:25, 60:3 Courts [5] - 24:17, 56:18, 56:25, 62:2, 70:11 cousin [1] - 58:14 cover [1] - 84:4 covered [4] - 60:8, 61:11, 84:3, 84:9 Covney [1] - 48:6 create [3] - 26:4, 42:15, 42:22 credit [1] - 32:19 credited [1] - 33:5 creditor [6] - 6:17, 89:6, 90:8, 90:9, 90:17 creditors [7] - 39:6, 85:24, 88:20, 89:23, 90:20, 91:3, 93:18 CREE [2] - 3:11, 6:15 Cree [1] - 6:16 critical [1] - 45:9 crosses [1] - 22:17 crossing [1] - 23:12 CRUTCHER [1] - 2:5 crutcher [1] - 46:22 CRYSTALLEX [2] - 1:3, 125:9 Crystallex [21] - 2:7, 4:13, 8:12, 19:14, 19:24, 20:7, 24:7, 26:1, 26:21, 46:17, 46:23, 59:22, 71:5, 90:5, 100:5, 101:8, 101:14, 104:8, 109:5, 109:23, 111:8 Crystallex's [2] - 44:3, 105:18 CSR [1] - 125:22 Cummings [1] - 102:1 CUMINGS [3] - 2:21, 5:12, 101:25 Cummings [1] - 5:13 current [4] - 55:4, 76:1, 108:15, 110:8 Curtis [1] - 5:23 CURTIS [1] - 2:17 curtis [1] - 102:8
D				
damage [1] - 72:18				

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

DANIEL ^[1] - 2:24 data ^[1] - 53:16 date ^[11] - 10:16, 12:3, 12:5, 40:24, 40:25, 85:3, 85:4, 86:16, 87:6, 113:22 dawning ^[1] - 76:4 days ^[12] - 31:7, 33:12, 33:23, 33:24, 41:14, 113:10, 114:2, 115:4, 115:5, 115:7, 115:13 de ^[1] - 54:25 deactivate ^[2] - 97:19, 98:14 dead ^[1] - 87:6 deadline ^[2] - 12:19, 15:13 deal ^[4] - 71:6, 90:24, 91:2, 96:22 dealing ^[2] - 24:16, 45:24 dealt ^[1] - 89:17 Dean ^[2] - 5:22, 102:8 DEAN ^[1] - 2:18 Deanna ^[2] - 125:4, 125:22 debtor ^[2] - 88:17, 88:20 December ^[11] - 30:13, 68:5, 111:22, 112:4, 112:6, 112:15, 112:19, 113:17, 114:4, 114:15, 115:18 decide ^[8] - 20:25, 21:21, 40:22, 44:17, 72:6, 98:13, 110:11, 111:9 decided ^[6] - 10:11, 20:22, 27:3, 27:10, 40:6, 93:12 decision ^[11] - 32:21, 40:21, 51:7, 51:20, 51:21, 53:6, 53:7, 115:10, 115:11, 120:24, 121:17 decision-making ^[4] - 51:7, 51:21, 53:6, 53:7 deeply ^[1] - 71:13 Defendant ^[1] - 1:8 defer ^[1] - 57:4 definitely ^[1] - 32:7 definitive ^[1] - 68:5 degree ^[1] - 35:15 Delaware ^[3] - 44:2, 44:4, 125:19 DELAWARE ^[2] - 1:2, 125:2	delay ^[10] - 41:13, 52:11, 54:19, 56:25, 71:1, 115:23, 116:2, 117:12, 117:20 delayed ^[2] - 117:12, 118:3 delaying ^[1] - 116:10 demonstrated ^[1] - 78:9 demonstrates ^[1] - 69:21 denial ^[6] - 54:1, 103:19, 104:13, 109:22, 110:1, 110:2 denied ^[10] - 19:15, 42:4, 72:3, 80:21, 91:8, 92:13, 92:16, 103:9, 103:14, 112:2 deny ^[2] - 104:20, 121:18 denying ^[8] - 34:14, 91:12, 103:22, 103:24, 104:11, 104:16, 118:12, 118:13 Department ^[1] - 19:8 described ^[3] - 16:15, 16:19, 68:12 designate ^[1] - 86:15 designed ^[2] - 10:19, 116:9 despite ^[1] - 35:12 determination ^[1] - 20:11 development ^[1] - 68:16 devising ^[1] - 63:12 DI ^[9] - 52:4, 52:17, 105:18, 106:9, 106:22, 106:23, 107:16, 107:21, 119:19 dialogue ^[3] - 46:3, 46:7, 85:13 DICKINSON ^[1] - 3:16 dictators ^[1] - 58:21 dictatorship ^[1] - 55:1 difference ^[4] - 25:18, 29:25, 68:7, 94:21 different ^[17] - 13:12, 19:11, 23:21, 27:22, 31:8, 34:3, 45:17, 54:7, 56:14, 74:23, 90:15, 98:20, 98:24, 99:9, 105:22, 108:21, 118:20 differently ^[2] - 27:24, 56:5 dilatory ^[1] - 31:17 directed ^[4] - 40:14,	107:2, 116:14, 118:5 directing ^[1] - 114:25 direction ^[3] - 37:16, 109:3, 120:18 directions ^[1] - 41:21 directly ^[1] - 90:17 disagree ^[5] - 27:5, 33:16, 42:25, 57:24, 91:9 disagreed ^[1] - 17:10 disagreement ^[1] - 54:15 disclosed ^[2] - 44:22, 48:20 disclosing ^[1] - 46:9 discourage ^[1] - 65:24 discussed ^[6] - 11:11, 64:22, 66:22, 68:12, 106:13, 122:19 discussing ^[1] - 64:9 discussion ^[10] - 7:20, 14:14, 28:19, 30:23, 32:4, 69:20, 70:25, 86:2, 91:24, 95:4 discussions ^[2] - 65:13, 67:21 dispute ^[9] - 7:8, 39:16, 77:19, 111:3, 111:4, 111:9, 115:9, 121:7, 121:14 disputed ^[20] - 38:6, 40:7, 42:2, 47:17, 47:20, 51:1, 51:11, 51:17, 51:24, 52:14, 59:14, 59:15, 61:4, 61:11, 75:9, 76:15, 76:23, 104:25, 116:19, 121:3 disqualification ^[29] - 7:17, 14:6, 14:9, 15:22, 15:24, 37:4, 40:8, 48:24, 49:10, 49:25, 60:15, 60:18, 61:6, 66:9, 66:18, 67:14, 78:18, 81:10, 103:20, 104:1, 105:4, 105:8, 106:16, 106:18, 112:25, 116:24, 118:16, 119:3, 121:6 disqualified ^[3] - 64:2, 116:16, 117:16 disqualify ^[20] - 7:3, 9:4, 34:10, 34:17, 36:24, 38:7, 100:2, 102:20, 103:7, 104:19, 106:19, 111:15, 113:16, 115:14, 116:6, 117:8, 117:11,	118:7, 118:14, 121:18 DISQUALIFY ^[3] - 1:9, 1:11, 125:16 disqualifying ^[7] - 34:5, 34:7, 36:5, 37:7, 38:2, 41:25, 113:6 disrespect ^[1] - 63:10 distinction ^[1] - 22:12 distinguish ^[2] - 32:13, 73:20 distributed ^[1] - 10:15 district ^[1] - 57:13 District ^[1] - 125:18 DISTRICT ^[2] - 1:1, 1:2 docket ^[1] - 92:6 document ^[2] - 54:3, 68:4 DOJ ^[12] - 10:2, 10:9, 10:15, 10:21, 16:3, 22:1, 22:21, 22:22, 23:22, 24:1, 59:1, 73:15 DOJ's ^[1] - 21:10 dollar ^[1] - 86:21 dollars ^[2] - 41:2, 94:23 Don ^[1] - 15:20 Donald ^[1] - 5:7 DONALD ^[1] - 2:11 done ^[16] - 19:4, 21:25, 26:13, 42:18, 42:19, 45:18, 63:21, 72:18, 74:22, 74:23, 81:18, 85:6, 102:22, 106:15, 110:18, 119:1 door ^[1] - 93:18 doubt ^[2] - 95:25, 117:20 doubts ^[1] - 122:4 down ^[3] - 58:16, 117:23, 122:11 draft ^[2] - 48:1, 61:15 draw ^[2] - 40:11, 42:9 drill ^[1] - 48:25 drop ^[1] - 87:6 drop-dead ^[1] - 87:6 due ^[3] - 24:13, 49:18, 104:23 DUNN ^[1] - 2:5 Dunn ^[3] - 4:15, 46:22, 101:16 during ^[2] - 75:9, 107:1 dutifully ^[1] - 37:15 duty ^[1] - 18:12	E e-mail ^[1] - 14:20 early ^[3] - 54:7, 61:17, 112:4 earth ^[1] - 32:20 effect ^[5] - 14:1, 20:12, 55:14, 72:25, 88:19 effective ^[1] - 120:22 effectively ^[2] - 23:23, 117:17 effectuating ^[1] - 24:18 effort ^[2] - 33:21, 70:17 efforts ^[4] - 29:19, 107:3, 117:2, 120:12 ego ^[2] - 90:18, 93:19 eight ^[1] - 33:12 eimer ^[1] - 100:24 Eimer ^[12] - 5:16, 15:23, 36:15, 79:19, 80:11, 82:13, 94:7, 94:8, 102:3, 124:2 EIMER ^[12] - 2:23, 2:23, 36:17, 79:19, 80:20, 82:1, 83:23, 94:8, 95:14, 98:23, 100:25, 124:3 Eimer's ^[1] - 96:17 either ^[5] - 23:1, 44:16, 46:5, 122:15, 123:5 element ^[1] - 116:8 elements ^[1] - 10:21 ELLIS ^[3] - 3:14, 91:5, 92:17 Ellis ^[2] - 6:18, 91:5 Elmer ^[1] - 83:21 embracement ^[1] - 60:25 emergency ^[4] - 49:6, 113:7, 113:20, 123:8 emphasize ^[1] - 48:9 emphasized ^[1] - 109:5 end ^[5] - 11:15, 12:5, 12:7, 34:15, 108:13 ended ^[1] - 14:19 ENERIO ^[1] - 2:14 Enerio ^[2] - 5:20, 102:6 enforce ^[7] - 18:11, 38:16, 40:12, 44:13, 74:21, 120:12, 120:20 enforceable ^[1] - 93:25
---	--	--	--	--

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>enforced [3] - 45:6, 70:5, 110:14</p> <p>enforcement [14] - 19:2, 20:3, 21:23, 22:4, 24:22, 25:13, 25:16, 38:24, 43:14, 57:21, 58:3, 60:7, 63:1, 69:17</p> <p>enforcing [2] - 26:19, 39:9</p> <p>engage [13] - 17:4, 17:24, 29:6, 30:5, 30:19, 31:14, 31:21, 32:5, 35:16, 63:16, 66:14, 67:25, 68:3</p> <p>engaged [6] - 35:25, 77:22, 104:5, 105:16, 110:25, 111:6</p> <p>engagement [3] - 96:23, 97:11, 118:24</p> <p>engaging [5] - 18:3, 30:1, 31:23, 66:12, 107:9</p> <p>enhanced [1] - 40:15</p> <p>enjoyable [1] - 124:17</p> <p>ensuing [1] - 48:16</p> <p>enter [2] - 6:12, 23:22</p> <p>entered [4] - 33:10, 43:13, 107:7, 120:13</p> <p>Enterprises [1] - 125:23</p> <p>entire [1] - 51:25</p> <p>entirely [2] - 109:14, 110:7</p> <p>entities [1] - 47:10</p> <p>entitled [2] - 36:6, 96:7</p> <p>entrusted [2] - 25:14, 25:17</p> <p>equally [1] - 118:6</p> <p>equation [1] - 26:22</p> <p>especially [4] - 24:19, 41:15, 43:12, 54:10</p> <p>ESQ [27] - 1:16, 1:17, 1:19, 1:20, 1:20, 2:3, 2:5, 2:6, 2:6, 2:9, 2:11, 2:12, 2:15, 2:17, 2:18, 2:21, 2:23, 2:24, 3:5, 3:5, 3:6, 3:8, 3:11, 3:14, 3:14, 3:17, 3:20</p> <p>essence [1] - 71:9</p> <p>essentially [3] - 30:12, 103:21, 112:5</p> <p>established [1] - 54:21</p> <p>establishing [1] - 66:7</p> <p>estrada [1] - 93:7</p> <p>ESTRADA [12] - 2:5,</p>	<p>46:19, 46:21, 50:10, 55:16, 55:19, 60:19, 75:14, 83:4, 87:17, 100:19, 123:23</p> <p>Estrada [16] - 4:14, 46:20, 64:9, 64:10, 64:23, 69:23, 70:11, 75:12, 83:3, 87:13, 94:11, 96:1, 100:18, 101:15, 116:11, 123:22</p> <p>Estrada's [3] - 83:14, 90:4, 94:13</p> <p>et [1] - 64:10</p> <p>ethics [1] - 66:8</p> <p>event [1] - 43:18</p> <p>eventually [1] - 110:14</p> <p>Evercore [9] - 84:15, 95:24, 96:19, 96:20, 96:21, 97:13, 97:19, 99:8, 99:17</p> <p>evercore [2] - 95:18</p> <p>Evercore's [1] - 85:5</p> <p>evercore's [1] - 97:11</p> <p>every-two-month [1] - 122:1</p> <p>evidence [9] - 49:21, 53:15, 55:8, 104:4, 104:6, 110:25, 111:10, 118:19, 119:9</p> <p>evidentiary [14] - 7:5, 42:3, 47:18, 47:20, 51:2, 51:12, 51:18, 52:15, 61:5, 75:9, 76:15, 76:24, 121:3, 121:14</p> <p>evidently [1] - 114:12</p> <p>ex [46] - 7:18, 14:11, 16:1, 17:21, 23:14, 28:12, 28:20, 32:13, 33:18, 35:21, 38:20, 38:23, 39:15, 41:21, 47:16, 47:25, 65:4, 67:22, 67:24, 68:3, 68:9, 68:11, 68:23, 69:7, 69:19, 76:9, 76:14, 76:24, 77:22, 105:17, 105:19, 105:22, 106:8, 106:14, 107:5, 108:22, 112:17, 112:22, 114:10, 118:19, 118:24, 119:16, 119:22, 120:3, 121:24, 124:13</p> <p>exactly [1] - 25:21</p> <p>example [6] - 56:15, 56:20, 56:21, 70:3,</p>	<p>70:7, 106:7</p> <p>exceeding [3] - 80:22, 81:3, 82:24</p> <p>exceeding-the-cap [1] - 82:24</p> <p>exchange [1] - 16:23</p> <p>excluded [1] - 65:22</p> <p>execute [1] - 18:12</p> <p>executed [2] - 27:1, 56:2</p> <p>executing [3] - 18:21, 57:2, 59:18</p> <p>execution [4] - 56:3, 60:22, 88:4, 89:19</p> <p>executive [49] - 17:25, 19:1, 19:4, 20:2, 20:15, 21:2, 21:20, 22:1, 22:5, 22:16, 22:21, 24:25, 25:5, 25:8, 25:10, 25:15, 26:23, 27:22, 27:24, 44:15, 45:8, 46:1, 53:12, 54:18, 56:14, 56:15, 56:18, 57:8, 57:16, 58:23, 59:4, 59:8, 60:1, 63:16, 63:25, 65:25, 68:22, 68:25, 70:14, 70:18, 70:19, 70:20, 71:2, 71:3, 74:1, 74:13, 110:9, 110:10, 110:22</p> <p>exercise [10] - 19:5, 19:14, 27:10, 27:19, 27:23, 27:25, 70:10, 70:15, 70:18, 108:12</p> <p>exercised [2] - 25:4, 27:17</p> <p>Exhibit [1] - 107:16</p> <p>expect [6] - 11:9, 12:2, 33:2, 39:23, 86:7, 96:2</p> <p>expectation [2] - 6:7, 97:16</p> <p>expected [3] - 11:25, 14:2, 14:3</p> <p>expecting [1] - 98:8</p> <p>expeditious [1] - 41:8</p> <p>expenditures [2] - 9:9, 80:12</p> <p>expenses [1] - 98:2</p> <p>expensive [4] - 62:17, 64:12, 64:13, 96:1</p> <p>expensively [1] - 33:7</p> <p>experience [2] - 99:14, 117:19</p> <p>explain [3] - 33:22, 102:23, 103:8</p> <p>explained [3] - 108:6, 115:25, 120:1</p>	<p>explicit [1] - 116:22</p> <p>expound [1] - 103:23</p> <p>express [3] - 52:24, 109:2, 119:24</p> <p>expressed [5] - 19:7, 22:22, 54:15, 57:8, 58:10</p> <p>expressing [2] - 29:20, 59:25</p> <p>expressly [4] - 107:8, 109:9, 109:25, 114:11</p> <p>extend [1] - 12:18</p> <p>extensive [2] - 7:5, 103:11</p> <p>extent [12] - 11:24, 32:12, 34:18, 38:13, 52:2, 59:15, 60:12, 76:12, 80:6, 92:2, 92:11, 105:21</p> <p>extra [3] - 66:23, 77:23, 78:12</p> <p>extra-record [3] - 66:23, 77:23, 78:12</p> <p>extraordinary [1] - 33:13</p> <p>extreme [1] - 115:16</p> <p>extremely [2] - 47:4, 103:1</p>	<p>fails [2] - 61:12, 119:6</p> <p>failure [1] - 104:11</p> <p>fair [5] - 21:3, 32:12, 41:8, 74:24, 74:25</p> <p>faith [1] - 113:14</p> <p>fall [2] - 57:15, 81:9</p> <p>fallacious [1] - 55:2</p> <p>fallacy [1] - 52:1</p> <p>false [2] - 51:25, 53:14</p> <p>FAQs [1] - 73:24</p> <p>far [6] - 21:8, 28:12, 54:6, 72:24, 74:13, 92:23</p> <p>FARR [1] - 3:19</p> <p>fashion [1] - 80:3</p> <p>favor [1] - 50:18</p> <p>February [1] - 14:3</p> <p>federal [4] - 58:25, 63:19, 70:4, 119:20</p> <p>fee [5] - 79:9, 96:4, 97:18, 98:24, 99:15</p> <p>feedback [4] - 10:3, 11:18, 12:2, 12:15</p> <p>fees [8] - 81:11, 82:5, 82:8, 96:19, 97:14, 97:15, 98:15, 99:2</p> <p>felt [2] - 59:5, 85:5</p> <p>few [5] - 26:12, 31:7, 42:6, 91:15, 99:4</p> <p>fifth [1] - 104:24</p> <p>fight [1] - 88:23</p> <p>fighting [1] - 89:20</p> <p>figure [1] - 112:11</p> <p>file [2] - 71:20, 75:18</p> <p>FILED [1] - 125:17</p> <p>filed [8] - 35:4, 61:17, 67:15, 69:14, 71:17, 92:5, 118:7, 119:19</p> <p>filing [6] - 59:7, 76:5, 83:11, 105:1, 105:12, 111:23</p> <p>filings [1] - 120:1</p> <p>finally [1] - 93:15</p> <p>findings [1] - 52:16</p> <p>fine [12] - 20:6, 20:7, 69:24, 79:11, 82:1, 82:6, 82:14, 82:24, 83:1, 83:24, 95:23, 100:7</p> <p>finger [1] - 101:14</p> <p>FINGER [1] - 2:2</p> <p>Finger [1] - 4:12</p> <p>fire [1] - 48:25</p> <p>firm [3] - 4:15, 5:23, 102:9</p> <p>firmly [1] - 47:13</p> <p>first [22] - 30:14, 30:17, 30:23, 50:21, 50:25, 64:8, 64:22, 70:2, 77:21, 79:3,</p>
--	---	--	--	--

F

face [1] - 50:5

fact [32] - 12:1, 16:22, 20:16, 24:14, 28:13, 28:21, 35:15, 38:6, 42:3, 47:20, 48:18, 49:5, 49:19, 49:23, 51:2, 51:18, 52:15, 52:17, 54:5, 54:9, 59:9, 59:14, 61:8, 61:11, 61:17, 61:24, 66:24, 72:22, 75:9, 76:13, 88:10, 121:15

facto [1] - 54:25

factor [1] - 32:23

facts [24] - 25:21, 28:23, 29:7, 43:13, 43:16, 43:19, 44:9, 44:19, 47:18, 49:2, 51:12, 51:24, 59:15, 61:5, 64:15, 68:19, 76:15, 76:24, 78:12, 112:3, 119:13, 120:7, 121:3

factual [5] - 7:8, 40:7, 52:3, 116:18, 121:14

failed [2] - 41:24, 62:19

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

51:3, 119:24, 119:25, 120:2 lapse [1] - 115:5 large [1] - 83:8 largely [1] - 103:11 last [11] - 10:1, 20:23, 48:19, 52:5, 60:11, 70:24, 73:5, 77:16, 94:22, 110:21, 112:7 late [6] - 14:3, 41:15, 87:20, 102:5, 102:18, 112:4 latest [1] - 96:17 launch [10] - 40:24, 40:25, 85:3, 85:4, 86:16, 92:21, 92:22, 96:7, 97:3, 107:15 launched [2] - 95:20, 95:22 law [24] - 13:19, 18:6, 18:23, 18:25, 22:4, 25:14, 25:16, 26:20, 26:24, 28:3, 32:19, 34:6, 36:3, 36:4, 57:5, 60:4, 60:5, 60:24, 93:10, 93:13, 94:18, 115:13, 119:16 lawful [2] - 19:4, 120:6 lawyer [1] - 64:11 lawyers [2] - 49:16, 62:18 layton [1] - 101:13 Layton [1] - 4:12 LAYTON [1] - 2:2 lead [1] - 117:14 leads [1] - 117:3 learn [3] - 30:14, 30:17, 83:7 learned [3] - 16:2, 76:19, 103:17 learning [1] - 85:10 least [18] - 23:10, 55:8, 74:18, 80:7, 86:2, 88:13, 95:22, 100:8, 105:12, 111:7, 111:17, 113:23, 114:15, 116:8, 116:9, 117:4, 118:1, 118:9 leave [1] - 9:10 leaves [1] - 26:21 led [2] - 28:19, 117:14 left [2] - 24:24, 35:14 leftover [2] - 88:15, 88:23 legal [12] - 29:4, 50:21, 51:6, 51:20, 53:5, 53:23, 55:21, 59:11, 59:12, 72:11,	84:19 legally [1] - 88:10 legitimacy [1] - 72:24 length [1] - 103:9 lengthy [2] - 52:5, 111:12 Leonard [1] - 1:12 less [2] - 33:9, 35:20 letter [11] - 14:3, 54:13, 63:9, 80:16, 81:22, 91:23, 96:20, 96:23, 97:11, 109:25, 119:19 letters [1] - 7:14 level [2] - 49:17, 113:9 license [22] - 19:15, 19:16, 19:24, 22:20, 24:8, 27:17, 29:22, 48:11, 48:12, 54:1, 55:11, 55:14, 55:22, 55:25, 57:7, 71:5, 104:9, 108:14, 109:23, 110:11 licenses [3] - 72:2, 74:2, 110:12 licensing [1] - 57:5 life [1] - 81:15 lift [1] - 70:4 light [8] - 10:10, 12:1, 14:21, 16:21, 51:8, 51:12, 83:22, 100:13 lightly [2] - 71:13, 71:21 likelihood [2] - 29:21, 90:3 limitations [1] - 124:14 limited [2] - 12:15, 33:11 line [17] - 18:9, 18:15, 21:11, 21:15, 21:16, 21:18, 22:13, 22:17, 23:2, 23:12, 23:20, 25:23, 40:10, 42:9, 69:19, 88:11 LIPTON [1] - 3:4 Lipton [3] - 6:4, 63:7, 102:13 list [1] - 84:1 listed [1] - 79:2 listen [3] - 11:19, 37:3, 41:12 litigant [2] - 33:1, 56:16 litigants [1] - 46:4 litigate [1] - 121:9 litigated [4] - 26:3, 33:7, 37:19 litigating [1] - 106:1 litigation [3] - 43:25,	114:25, 123:4 LLC [1] - 125:23 LLP [11] - 1:16, 1:19, 2:8, 2:11, 2:14, 2:17, 2:23, 3:2, 3:13, 3:16, 3:19 loading [1] - 18:8 lobbying [2] - 53:12, 54:20 logical [1] - 34:8 long-time [1] - 118:23 longstanding [1] - 90:6 look [7] - 20:22, 49:12, 54:3, 85:11, 93:13, 111:21, 111:24 looking [4] - 29:16, 85:9, 87:19, 124:16 lower [1] - 83:10 Lucas [1] - 4:14 LUCAS [1] - 2:6	107:15 marry [1] - 69:13 mason [1] - 6:4 MASON [1] - 3:5 Mason [1] - 102:14 Master [1] - 1:22 master [146] - 4:20, 7:4, 7:11, 7:21, 7:22, 8:3, 8:8, 9:6, 9:9, 9:22, 10:14, 10:19, 13:17, 13:23, 14:12, 14:21, 16:11, 16:16, 16:20, 16:24, 17:1, 17:4, 17:7, 17:10, 17:19, 17:24, 18:2, 18:11, 19:21, 20:1, 21:24, 22:11, 29:5, 29:10, 29:15, 29:19, 30:4, 30:10, 30:15, 30:19, 30:25, 31:1, 31:14, 31:23, 34:17, 35:7, 35:14, 35:16, 35:24, 37:2, 37:6, 37:14, 38:8, 40:9, 47:16, 47:25, 48:14, 48:17, 48:21, 51:23, 53:4, 53:11, 55:9, 55:12, 58:17, 58:25, 59:3, 60:17, 61:16, 63:11, 63:18, 64:19, 65:2, 65:7, 65:20, 65:23, 65:25, 66:6, 66:9, 67:16, 67:25, 68:2, 69:9, 73:12, 73:21, 76:10, 76:14, 77:12, 77:22, 79:4, 79:5, 79:7, 82:18, 86:9, 91:25, 92:19, 92:25, 95:17, 99:12, 101:21, 103:8, 104:5, 105:16, 106:7, 106:13, 106:17, 106:20, 107:2, 107:9, 107:19, 108:4, 108:10, 108:22, 108:25, 110:15, 110:17, 110:25, 111:6, 111:15, 112:8, 112:9, 112:22, 113:1, 113:7, 113:16, 114:5, 114:24, 115:1, 116:7, 116:16, 117:9, 117:11, 117:25, 118:16, 119:3, 119:23, 120:11, 120:17, 121:2, 121:24, 122:16,	122:23, 123:7, 124:13 master's [15] - 13:16, 16:1, 29:1, 44:25, 65:10, 65:16, 68:8, 68:14, 73:14, 103:13, 107:23, 112:17, 118:24, 119:11, 119:17 material [3] - 7:8, 84:21, 97:9 materially [4] - 99:9, 108:21, 118:20, 118:25 materials [3] - 10:14, 10:16, 10:20 matter [7] - 26:19, 38:5, 39:18, 67:17, 93:9, 115:13, 117:21 matters [1] - 24:24 MAX [1] - 2:6 maximize [2] - 11:6, 44:16 maximized [1] - 39:5 maximizing [2] - 73:23, 108:8 mean [6] - 18:13, 24:14, 28:14, 51:8, 59:23, 61:7 meaning [1] - 32:10 meaningful [1] - 93:2 meant [5] - 57:14, 108:5, 108:17, 113:25, 122:20 media [1] - 79:23 MEEHAN [1] - 2:18 Meehan [2] - 5:22, 102:8 meet [6] - 41:24, 58:17, 112:8, 112:12, 122:8, 124:6 meet-and-confer [1] - 124:6 meeting [76] - 7:20, 7:25, 10:6, 10:7, 10:8, 10:9, 10:13, 10:15, 14:13, 16:2, 16:13, 16:14, 16:18, 17:3, 17:11, 17:13, 17:17, 17:20, 30:15, 30:16, 31:4, 31:7, 33:3, 33:18, 34:3, 34:5, 34:13, 34:14, 37:13, 41:14, 45:14, 47:16, 47:25, 49:7, 49:8, 65:14, 65:22, 68:23, 68:24, 69:4, 69:8, 69:22, 73:15, 74:6, 75:17, 75:22, 81:8, 82:6, 84:10,
---	---	---	--	---

M

mail [1] - 14:20
maintained [1] - 72:2
MALLET [1] - 2:17
Mallet [2] - 5:23, 102:8
MALLET-PREVOST
[1] - 2:17
manageability [1] -
89:12
manageable [2] -
88:25, 89:19
mandate [5] - 18:14,
63:12, 63:15, 74:4,
75:5
mandates [1] - 60:18
mandatorily [2] -
113:15, 116:16
mandatory [2] - 49:10,
49:24
MANGAN [1] - 3:17
MANGES [1] - 1:19
Manges [2] - 9:22,
73:12
manner [4] - 9:18,
37:22, 41:9, 105:5
March [9] - 1:13,
13:15, 14:17, 29:18,
30:3, 52:4, 106:23,
125:11, 125:20
Marcus [2] - 6:6,
102:15
MARCUS [1] - 3:8
Mark [1] - 46:25
market [4] - 48:10,
52:13, 53:3, 97:5
marketing [2] - 40:25,

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>103:14, 103:16, 103:18, 103:22, 104:6, 107:21, 108:2, 112:15, 112:21, 114:6, 114:10, 115:3, 116:4, 116:6, 116:14, 116:15, 117:3, 117:7, 118:5, 118:8, 118:10, 118:19, 119:4, 121:24, 121:25, 124:12</p> <p>meeting-related [1] - 103:22</p> <p>meetings [16] - 32:14, 41:17, 45:18, 45:23, 48:21, 74:7, 105:19, 105:23, 107:4, 107:6, 108:23, 112:17, 118:21, 119:16, 122:2, 122:3</p> <p>mellifluous [1] - 47:5</p> <p>mention [2] - 12:23, 107:4</p> <p>mentioned [5] - 35:8, 49:11, 49:13, 50:1, 95:16</p> <p>mentioning [1] - 49:24</p> <p>mere [2] - 41:13, 65:11</p> <p>merely [6] - 11:11, 23:4, 62:3, 63:10, 89:11</p> <p>merit [2] - 63:11, 83:11</p> <p>meritorious [1] - 113:6</p> <p>merits [8] - 24:16, 28:11, 47:21, 50:24, 61:12, 104:13, 104:14, 119:6</p> <p>met [3] - 41:20, 104:3, 106:7</p> <p>Mexico [1] - 54:9</p> <p>Michael [2] - 6:5, 102:14</p> <p>MICHAEL [1] - 3:6</p> <p>might [10] - 9:13, 52:11, 53:4, 60:17, 61:25, 83:9, 88:21, 89:3, 90:20, 119:14</p> <p>Miguel [3] - 4:14, 46:20, 101:15</p> <p>MIGUEL [1] - 2:5</p> <p>million [6] - 80:22, 81:4, 82:16, 82:23, 83:19, 94:25</p> <p>millions [1] - 88:21</p> <p>mind [6] - 17:22, 36:15, 47:13,</p>	<p>104:12, 109:4, 118:2</p> <p>mindful [3] - 84:21, 89:1, 91:7</p> <p>minute [1] - 9:3</p> <p>minutes [1] - 26:12</p> <p>modify [1] - 117:2</p> <p>Molo [1] - 6:18</p> <p>MOLO [1] - 3:14</p> <p>MoloLamken [2] - 6:19, 91:6</p> <p>MOLOLAMKEN [1] - 3:13</p> <p>moment [4] - 25:25, 54:5, 86:3, 97:22</p> <p>money [4] - 80:15, 83:15, 113:2, 114:23</p> <p>month [7] - 11:16, 12:7, 107:1, 107:10, 122:1, 122:4</p> <p>monthly [9] - 95:20, 96:6, 97:14, 97:15, 97:18, 98:1, 98:9, 99:2, 121:25</p> <p>months [4] - 37:14, 105:12, 107:11, 122:5</p> <p>moot [1] - 114:21</p> <p>MORITZ [3] - 3:2, 6:1, 102:10</p> <p>Moritz [2] - 6:2, 102:11</p> <p>MORITZ,ESQ [1] - 3:2</p> <p>morning [30] - 4:11, 4:14, 4:16, 4:17, 5:3, 5:6, 5:11, 5:12, 5:17, 5:19, 5:25, 6:1, 6:12, 6:14, 6:15, 6:21, 6:23, 12:25, 15:19, 17:8, 25:19, 36:25, 46:18, 46:19, 63:5, 63:6, 65:23, 103:1, 114:22, 116:11</p> <p>Morris [2] - 5:13, 102:1</p> <p>MORRIS [1] - 2:20</p> <p>MOSLE [1] - 2:17</p> <p>most [5] - 49:1, 55:3, 62:17, 113:10, 123:10</p> <p>motion [97] - 7:3, 8:10, 9:4, 10:10, 13:4, 14:7, 15:4, 17:15, 28:7, 31:5, 31:6, 32:21, 33:2, 33:5, 33:9, 33:17, 33:18, 33:20, 33:22, 34:2, 34:9, 34:14, 34:21, 34:23, 34:24, 35:5, 36:24, 41:25, 42:3, 45:15, 47:14,</p>	<p>47:19, 50:1, 50:25, 51:25, 59:19, 60:9, 61:8, 61:17, 62:7, 62:16, 63:10, 64:17, 64:18, 64:21, 66:18, 67:6, 67:9, 71:12, 71:17, 72:7, 73:9, 75:21, 76:1, 76:5, 76:12, 77:16, 78:18, 80:13, 92:15, 100:2, 102:20, 103:5, 103:6, 103:7, 103:9, 103:11, 103:12, 103:14, 103:19, 103:22, 103:24, 104:11, 104:17, 104:18, 104:20, 105:2, 105:8, 105:10, 105:13, 105:18, 105:22, 106:19, 111:15, 111:23, 111:25, 115:14, 116:14, 116:21, 116:24, 118:4, 118:6, 118:14, 119:6, 119:9, 119:18, 121:18</p> <p>MOTION [3] - 1:9, 1:11, 125:16</p> <p>motions [7] - 47:7, 83:11, 83:16, 89:17, 118:3, 118:9, 123:8</p> <p>motivation [1] - 117:5</p> <p>mouth [1] - 58:20</p> <p>move [12] - 25:24, 40:1, 41:1, 41:7, 43:11, 45:7, 69:12, 74:18, 84:17, 84:22, 85:2, 92:22</p> <p>moved [6] - 31:3, 31:21, 32:10, 32:19, 115:17, 115:21</p> <p>moving [18] - 8:6, 8:11, 8:14, 12:10, 12:16, 15:10, 31:11, 39:22, 86:23, 97:21, 103:25, 105:11, 106:4, 108:20, 108:23, 111:1, 117:1, 118:18</p> <p>MOYER [3] - 2:3, 4:11, 101:12</p> <p>Moyer [2] - 4:12, 101:13</p> <p>MR [92] - 4:11, 4:17, 5:3, 5:19, 6:1, 8:19, 8:22, 9:20, 11:17, 12:22, 13:1, 13:9, 13:13, 15:1, 15:8,</p>	<p>15:15, 15:19, 18:17, 21:7, 22:14, 22:19, 23:13, 23:18, 25:1, 26:7, 26:10, 26:15, 27:9, 28:9, 28:16, 33:15, 34:25, 36:11, 36:17, 36:25, 42:7, 43:2, 44:7, 45:1, 45:21, 46:15, 46:19, 50:10, 55:16, 55:19, 60:19, 64:6, 64:13, 66:21, 67:2, 67:8, 72:9, 73:7, 73:10, 75:14, 77:13, 77:17, 79:6, 79:19, 80:9, 80:20, 82:1, 82:12, 83:4, 83:23, 86:12, 87:10, 87:17, 91:5, 92:7, 92:17, 94:8, 95:14, 96:16, 98:3, 98:7, 98:10, 98:16, 98:23, 99:11, 100:16, 100:19, 100:25, 101:3, 101:12, 101:18, 101:24, 102:5, 102:10, 123:20, 123:23, 124:3</p> <p>MS [9] - 5:12, 6:15, 63:4, 63:6, 83:14, 90:1, 100:22, 101:25, 124:1</p> <p>multiple [2] - 67:9, 67:10</p> <p>Munger [1] - 5:6</p> <p>MUNGER [1] - 2:11</p> <p>music [1] - 47:1</p> <p>Muslim [1] - 56:22</p> <p>must [2] - 116:16, 121:4</p> <p>MYRON [1] - 1:16</p> <p>Myron [1] - 4:18</p>	<p>necessary [9] - 44:15, 44:17, 44:18, 65:18, 66:3, 75:3, 110:12, 120:9, 120:21</p> <p>need [22] - 7:4, 10:22, 11:5, 18:15, 58:20, 58:21, 69:16, 73:22, 73:24, 73:25, 82:3, 90:20, 94:15, 95:4, 99:16, 99:20, 100:3, 111:3, 111:9, 122:10, 123:3, 124:10</p> <p>needed [11] - 27:17, 33:25, 37:25, 43:9, 65:21, 74:16, 84:20, 85:5, 88:14, 107:24, 117:21</p> <p>needs [3] - 96:2, 108:10, 122:13</p> <p>negotiating [1] - 105:25</p> <p>never [7] - 35:25, 48:13, 48:22, 49:7, 50:3, 60:5, 60:16</p> <p>NEW [2] - 125:3, 125:18</p> <p>new [6] - 38:18, 41:4, 44:21, 81:6, 81:15, 81:23</p> <p>next [6] - 52:1, 53:9, 80:11, 83:25, 87:13, 99:10</p> <p>nice [5] - 4:1, 20:13, 20:14, 21:1, 113:13</p> <p>NICHOLS [1] - 2:20</p> <p>Nichols [2] - 5:13, 102:1</p> <p>nine [1] - 33:12</p> <p>nobody [1] - 88:7</p> <p>non [2] - 42:10, 61:5</p> <p>non-advocacy [1] - 42:10</p> <p>non-waivable [1] - 61:5</p> <p>none [3] - 96:3, 124:1, 124:3</p> <p>normal [1] - 24:16</p> <p>notable [1] - 56:21</p> <p>note [11] - 9:25, 10:8, 11:24, 13:4, 36:21, 82:14, 83:9, 93:10, 93:15, 107:21, 111:12</p> <p>noted [4] - 14:8, 38:12, 105:7, 106:24</p> <p>notes [3] - 13:14, 110:1, 125:13</p> <p>noteworthy [1] - 40:5</p> <p>nothing [13] - 38:17,</p>
--	--	--	---	--

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>57:23, 62:10, 78:19, 87:10, 100:16, 100:19, 109:19, 109:21, 110:15, 110:22, 110:23, 120:9</p> <p>notice [6] - 30:4, 32:24, 98:3, 98:5, 106:3</p> <p>noticed [1] - 33:9</p> <p>notified [1] - 73:14</p> <p>notify [1] - 96:24</p> <p>noting [1] - 47:23</p> <p>notion [5] - 47:24, 51:1, 51:23, 54:20, 60:2</p> <p>November [2] - 48:4, 106:10</p> <p>number [7] - 57:10, 65:5, 87:2, 88:8, 90:22, 93:17, 93:23</p> <p>Number [1] - 125:9</p>	<p>33:18, 33:25, 115:3</p> <p>occurred [10] - 14:12, 16:14, 29:7, 34:4, 35:13, 50:3, 67:22, 71:15, 75:17, 111:17</p> <p>occurring [2] - 32:4, 67:24</p> <p>October [3] - 106:2, 107:8, 107:18</p> <p>OF [6] - 1:2, 1:6, 1:9, 125:2, 125:3, 125:10</p> <p>OFAC [87] - 10:4, 10:10, 11:5, 14:2, 16:2, 16:20, 18:24, 19:15, 19:21, 21:21, 22:1, 24:8, 25:3, 26:22, 29:2, 29:20, 29:25, 30:1, 30:10, 30:11, 30:15, 30:20, 37:21, 39:7, 40:14, 40:16, 47:16, 47:19, 47:25, 48:8, 48:14, 48:15, 48:21, 51:1, 51:5, 51:6, 51:13, 52:7, 52:8, 52:13, 52:18, 52:24, 54:2, 54:13, 55:12, 55:21, 55:22, 59:1, 65:2, 65:17, 66:1, 66:10, 68:1, 68:3, 68:15, 69:1, 73:14, 73:17, 73:22, 74:5, 77:5, 77:7, 90:5, 103:14, 103:15, 103:17, 104:5, 105:16, 105:17, 106:8, 106:14, 107:4, 107:9, 107:13, 107:24, 108:6, 108:23, 112:8, 112:15, 112:17, 116:4, 118:25, 121:9, 122:22, 124:9</p> <p>OFAC's [4] - 29:20, 30:5, 65:15, 121:8</p> <p>offer [1] - 91:14</p> <p>offering [1] - 91:15</p> <p>officer [3] - 68:21, 70:6, 75:10</p> <p>OFFICIALLY [1] - 125:17</p> <p>officially [1] - 86:3</p> <p>often [1] - 64:14</p> <p>old [1] - 60:24</p> <p>Olson [1] - 5:7</p> <p>OLSON [1] - 2:11</p> <p>on-the-record [1] - 24:4</p> <p>once [8] - 25:25, 46:24, 49:7, 67:15,</p>	<p>95:19, 96:7, 96:23, 98:3</p> <p>one [38] - 6:9, 6:14, 7:13, 12:9, 13:25, 23:8, 26:1, 34:11, 42:13, 49:1, 51:6, 53:8, 56:15, 57:8, 60:11, 60:20, 64:8, 69:10, 71:11, 71:12, 73:13, 77:19, 77:21, 79:20, 86:3, 88:4, 90:23, 94:17, 95:8, 95:14, 99:9, 100:8, 100:14, 104:10, 104:18, 106:19, 116:23, 121:21</p> <p>ones [1] - 24:19</p> <p>ongoing [2] - 54:9, 80:12</p> <p>open [7] - 52:23, 52:25, 60:9, 74:24, 77:19, 93:25, 122:9</p> <p>opening [8] - 35:5, 35:9, 64:21, 77:20, 77:25, 78:7, 119:17</p> <p>operable [1] - 31:13</p> <p>operating [1] - 29:12</p> <p>opinion [3] - 44:3, 93:21, 106:23</p> <p>opportune [1] - 123:10</p> <p>opportunity [2] - 91:23, 123:6</p> <p>oppose [1] - 45:19</p> <p>opposed [1] - 25:9</p> <p>opposing [1] - 119:18</p> <p>opposite [1] - 51:19</p> <p>opposition [2] - 45:12, 107:14</p> <p>optional [1] - 60:3</p> <p>order [54] - 10:5, 11:22, 12:6, 16:5, 28:24, 29:14, 29:18, 30:3, 31:3, 37:21, 37:25, 38:11, 38:16, 38:24, 39:9, 40:5, 40:12, 40:13, 43:11, 43:14, 44:16, 45:6, 48:2, 52:5, 60:23, 65:17, 66:2, 68:9, 70:5, 72:12, 73:23, 75:3, 75:4, 79:1, 80:3, 82:16, 84:14, 84:23, 86:14, 91:12, 93:11, 96:23, 97:1, 106:1, 106:25, 107:7, 107:23, 108:7, 112:18, 114:9, 120:6, 120:8, 122:12</p>	<p>ordered [1] - 7:14</p> <p>ordering [1] - 9:5</p> <p>orderly [1] - 10:18</p> <p>orders [4] - 74:15, 74:21, 88:9, 120:21</p> <p>ordinarily [1] - 88:18</p> <p>ordinary [1] - 88:16</p> <p>original [1] - 116:13</p> <p>otherwise [3] - 41:1, 45:18, 116:17</p> <p>outdated [1] - 109:8</p> <p>outline [1] - 10:16</p> <p>outlined [3] - 11:20, 39:8, 87:6</p> <p>own [10] - 44:13, 51:14, 55:2, 55:22, 56:8, 56:9, 56:24, 58:20, 74:21, 120:20</p>	<p>105:19, 105:22, 106:8, 106:14, 107:5, 108:22, 112:17, 112:22, 114:10, 118:19, 118:24, 119:16, 119:22, 120:4, 121:24, 124:13</p> <p>partial [1] - 116:9</p> <p>partiality [1] - 26:4</p> <p>participants [1] - 11:2</p> <p>participate [3] - 34:2, 88:5, 91:24</p> <p>particular [5] - 22:20, 43:16, 65:8, 66:10, 104:6</p> <p>particularly [8] - 7:11, 7:13, 45:23, 65:4, 106:24, 112:16, 114:22, 123:18</p> <p>parties [82] - 7:7, 8:6, 8:11, 8:14, 9:7, 9:25, 12:13, 12:14, 14:8, 15:10, 15:21, 17:2, 29:6, 30:22, 37:9, 39:7, 39:15, 39:25, 40:23, 41:23, 42:13, 43:22, 44:20, 45:12, 45:13, 65:12, 71:8, 73:4, 74:8, 74:25, 75:18, 79:20, 82:7, 83:2, 83:6, 83:10, 83:17, 85:14, 85:20, 86:25, 87:23, 89:1, 89:25, 90:18, 91:25, 94:4, 94:9, 96:24, 99:15, 99:19, 100:6, 103:10, 104:3, 104:12, 105:3, 105:11, 105:14, 105:20, 106:4, 107:20, 107:25, 108:9, 108:20, 108:23, 111:1, 112:7, 112:20, 112:23, 112:24, 113:23, 114:5, 115:2, 115:17, 115:21, 116:3, 116:20, 117:1, 118:15, 118:18, 120:4, 122:7, 124:6</p> <p>parties' [6] - 7:15, 8:1, 66:7, 103:7, 103:12, 118:23</p> <p>party [11] - 20:6, 25:9, 29:3, 38:22, 45:3, 52:6, 75:1, 100:8, 103:25, 108:1, 119:24</p>
O				
<p>obeyed [1] - 60:4</p> <p>object [3] - 8:24, 36:6, 82:3</p> <p>objected [2] - 67:23, 93:22</p> <p>objection [31] - 8:16, 8:21, 8:22, 15:13, 28:25, 29:9, 30:3, 31:9, 31:20, 32:1, 32:8, 36:2, 36:16, 39:21, 79:5, 79:15, 79:17, 79:21, 79:25, 80:2, 80:23, 81:3, 81:15, 81:21, 82:2, 82:8, 82:13, 83:18, 96:18, 97:12, 99:20</p> <p>objections [13] - 6:25, 9:8, 36:18, 36:20, 36:21, 80:11, 80:21, 81:6, 82:18, 83:5, 89:16, 96:21, 99:10</p> <p>observe [3] - 17:20, 31:4, 33:19</p> <p>observed [1] - 116:11</p> <p>observer [1] - 29:8</p> <p>observers [1] - 30:22</p> <p>observing [2] - 17:3, 45:19</p> <p>obtain [2] - 29:20, 107:3</p> <p>obviously [2] - 65:1, 99:7</p> <p>occasion [1] - 116:12</p> <p>occur [4] - 17:17,</p>				
P				
<p>P.A [1] - 2:2</p> <p>pace [1] - 115:16</p> <p>page [8] - 26:2, 42:14, 52:17, 64:21, 65:9, 66:4, 67:19, 106:24</p> <p>pages [4] - 105:19, 119:18, 119:20, 125:15</p> <p>paid [10] - 59:22, 95:19, 96:3, 96:21, 97:15, 97:18, 98:9, 98:25, 99:5, 99:18</p> <p>papers [21] - 17:6, 17:9, 31:11, 31:25, 33:22, 34:12, 35:9, 35:18, 41:11, 48:7, 50:9, 61:7, 67:14, 68:5, 68:8, 69:14, 77:20, 78:5, 78:13, 95:15</p> <p>paragraphs [2] - 106:10, 107:17</p> <p>parameters [1] - 117:3</p> <p>part [11] - 14:9, 18:24, 49:22, 55:8, 62:24, 78:3, 84:11, 89:18, 110:6, 117:5, 118:1</p> <p>parte [46] - 7:18, 14:11, 16:1, 17:21, 23:14, 28:13, 28:21, 32:13, 33:19, 35:21, 38:20, 38:23, 39:15, 41:21, 47:16, 47:25, 65:4, 67:22, 67:24, 68:3, 68:9, 68:11, 68:23, 69:7, 69:19, 76:9, 76:14, 76:24, 77:22, 105:17,</p>				

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>past [1] - 40:17</p> <p>pattern [3] - 80:15, 112:16, 114:8</p> <p>pause [1] - 9:14</p> <p>pay [5] - 83:8, 88:14, 95:21, 99:1, 99:3</p> <p>paying [1] - 90:10</p> <p>PDV [3] - 5:14, 36:18, 102:2</p> <p>PDVH [2] - 2:25, 63:13</p> <p>PDVSA [4] - 2:19, 5:21, 90:9, 90:17</p> <p>peacock [1] - 120:24</p> <p>pecuniary [1] - 89:10</p> <p>peep [1] - 48:22</p> <p>pending [3] - 7:3, 14:7, 102:20</p> <p>penny [1] - 48:19</p> <p>people [7] - 88:5, 88:11, 88:16, 88:19, 89:3, 89:13, 93:22</p> <p>per [1] - 60:13</p> <p>perceive [1] - 16:8</p> <p>perceived [1] - 69:1</p> <p>percent [3] - 95:2, 115:7</p> <p>perfectly [4] - 58:19, 69:24, 74:3, 74:19</p> <p>performing [1] - 75:10</p> <p>perhaps [8] - 42:19, 45:13, 45:15, 115:15, 117:13, 121:25, 122:9, 124:8</p> <p>period [1] - 35:4</p> <p>Perla [2] - 5:22, 102:7</p> <p>PERLA [1] - 2:17</p> <p>permission [3] - 5:8, 5:10, 63:15</p> <p>permits [1] - 119:17</p> <p>permitted [3] - 49:6, 75:21, 88:12</p> <p>person [3] - 119:13, 120:10, 120:14</p> <p>personal [1] - 121:2</p> <p>personally [1] - 41:16</p> <p>perspective [2] - 65:16, 86:11</p> <p>persuaded [3] - 108:24, 117:15, 120:5</p> <p>persuasive [1] - 116:25</p> <p>persuasively [1] - 44:12</p> <p>pertinent [1] - 8:1</p> <p>petitions [1] - 81:6</p> <p>Petroleum [1] - 5:15</p> <p>phase [1] - 43:14</p> <p>phone [1] - 13:17</p> <p>phonetic [1] - 48:6</p>	<p>picking [1] - 51:10</p> <p>piece [1] - 85:7</p> <p>Pincus [5] - 4:21, 38:4, 42:19, 84:19, 101:21</p> <p>place [4] - 41:18, 57:7, 88:11, 89:11</p> <p>places [1] - 120:23</p> <p>plain [1] - 76:11</p> <p>Plaintiff [1] - 1:4</p> <p>plan [4] - 7:9, 63:12, 66:12, 99:23</p> <p>planned [2] - 30:16, 35:16</p> <p>planning [4] - 30:15, 30:25, 97:13, 97:15</p> <p>plans [1] - 122:17</p> <p>playing [1] - 62:6</p> <p>pleadings [1] - 49:12</p> <p>pleased [1] - 103:2</p> <p>pocket [1] - 62:14</p> <p>pockets [1] - 67:13</p> <p>podium [1] - 84:2</p> <p>point [45] - 7:23, 8:9, 11:23, 14:5, 15:7, 18:23, 21:6, 22:12, 23:25, 25:1, 27:16, 28:22, 41:11, 44:22, 45:5, 45:16, 46:11, 53:8, 53:9, 61:2, 69:11, 70:24, 71:2, 72:14, 76:2, 76:6, 76:8, 76:18, 77:2, 77:24, 80:19, 81:4, 81:22, 83:15, 85:18, 92:20, 93:20, 96:8, 99:3, 103:4, 107:6, 111:16, 112:6, 113:21, 113:24</p> <p>point-blank [1] - 76:18</p> <p>pointed [1] - 61:6</p> <p>points [5] - 53:16, 55:20, 64:7, 77:21, 91:15</p> <p>policy [36] - 19:2, 19:10, 19:19, 20:3, 20:4, 21:15, 21:21, 22:6, 22:17, 22:24, 24:24, 25:6, 37:8, 37:10, 37:11, 43:5, 53:13, 54:21, 55:10, 55:13, 55:23, 56:5, 56:13, 56:20, 56:24, 57:17, 58:9, 58:18, 58:23, 63:20, 63:23, 70:12, 72:15, 74:12, 77:8, 104:8</p> <p>portion [1] - 18:5</p> <p>posed [1] - 24:6</p> <p>position [81] - 7:6,</p>	<p>7:16, 8:1, 10:25, 11:9, 11:12, 11:23, 12:10, 16:21, 18:1, 19:6, 19:12, 23:5, 23:6, 23:7, 23:8, 23:10, 23:11, 25:11, 26:3, 28:6, 30:2, 30:6, 30:20, 30:24, 34:6, 36:7, 37:6, 38:1, 38:19, 39:1, 39:3, 40:19, 43:8, 44:23, 46:11, 47:7, 47:19, 51:1, 51:5, 51:15, 51:17, 52:2, 53:5, 53:13, 54:22, 55:5, 55:7, 59:8, 65:3, 66:11, 68:25, 70:13, 70:21, 71:7, 71:24, 72:1, 72:21, 73:1, 74:17, 75:2, 75:16, 83:3, 83:5, 87:21, 87:23, 90:16, 98:19, 98:20, 109:15, 109:17, 110:4, 121:8, 121:10, 121:11, 121:13</p> <p>positions [1] - 122:24</p> <p>possession [2] - 51:11, 116:17</p> <p>possibility [2] - 29:1, 39:19</p> <p>possible [3] - 9:8, 91:21, 91:22</p> <p>post [1] - 24:15</p> <p>post-judgment [1] - 24:15</p> <p>pot [1] - 58:20</p> <p>potential [5] - 11:2, 106:16, 115:8, 117:7, 117:23</p> <p>potentially [4] - 34:18, 39:20, 117:25, 122:7</p> <p>POTTER [1] - 1:16</p> <p>potter [1] - 4:19</p> <p>Potter [1] - 101:19</p> <p>power [13] - 26:23, 27:11, 27:18, 27:20, 27:24, 27:25, 44:13, 70:10, 70:15, 70:18, 70:19, 74:21, 120:20</p> <p>powers [5] - 42:16, 42:23, 43:18, 57:15, 75:6</p> <p>practical [1] - 115:22</p> <p>practice [1] - 114:9</p> <p>pre [1] - 50:7</p> <p>pre-rebutted [1] - 50:7</p> <p>precautions [1] - 124:14</p>	<p>precise [1] - 93:23</p> <p>precisely [3] - 18:18, 26:5, 69:6</p> <p>predominate [2] - 21:22, 21:23</p> <p>preface [1] - 16:12</p> <p>prefatory [4] - 52:20, 53:24, 54:14, 109:12</p> <p>preference [2] - 56:1, 109:12</p> <p>preferences [1] - 56:5</p> <p>prejudice [4] - 19:16, 54:1, 109:22, 110:1</p> <p>premature [1] - 86:11</p> <p>premise [1] - 51:25</p> <p>preparation [3] - 40:24, 85:3, 85:18</p> <p>preparations [3] - 11:3, 96:25, 97:10</p> <p>prepare [2] - 40:24, 84:12</p> <p>prepared [6] - 7:24, 13:6, 78:25, 81:19, 87:4, 98:21</p> <p>preparing [1] - 84:25</p> <p>presence [2] - 30:21, 65:11</p> <p>present [11] - 10:8, 12:17, 45:22, 46:5, 54:4, 54:22, 73:15, 73:17, 101:11, 103:18, 125:7</p> <p>presented [1] - 10:14</p> <p>presenting [1] - 5:17</p> <p>presently [1] - 47:22</p> <p>preserve [4] - 32:8, 80:23, 81:1</p> <p>preserved [2] - 81:17, 82:8</p> <p>preside [1] - 117:18</p> <p>president [1] - 56:24</p> <p>presumably [4] - 72:13, 98:11, 113:25, 122:12</p> <p>pretty [4] - 14:14, 44:12, 60:8, 94:12</p> <p>prevail [1] - 103:25</p> <p>previously [4] - 23:22, 74:8, 74:23, 106:15</p> <p>PREVOST [1] - 2:17</p> <p>principally [1] - 7:2</p> <p>principle [3] - 42:24, 43:1, 44:6</p> <p>priorities [3] - 21:13, 22:2, 43:6</p> <p>prioritize [3] - 19:1, 20:3, 69:16</p> <p>priority [3] - 91:2, 93:15, 93:22</p> <p>privilege [2] - 4:20,</p>	<p>79:10</p> <p>proactively [1] - 107:9</p> <p>problem [16] - 16:8, 24:20, 24:23, 31:22, 31:24, 32:17, 48:8, 50:24, 66:11, 67:20, 69:5, 69:21, 71:9, 81:24, 83:19</p> <p>problematic [1] - 34:1</p> <p>problems [2] - 47:21, 75:7</p> <p>procedural [1] - 104:16</p> <p>procedure [7] - 12:6, 46:2, 93:11, 106:25, 107:7, 107:23, 119:21</p> <p>procedures [10] - 10:5, 37:21, 37:25, 84:14, 84:23, 86:14, 97:1, 106:1, 112:18, 114:9</p> <p>proceed [8] - 7:1, 7:9, 8:18, 9:12, 15:18, 18:15, 74:10, 84:1</p> <p>proceeding [9] - 17:16, 19:8, 31:11, 51:2, 51:18, 100:6, 106:22, 121:4, 121:15</p> <p>proceedings [8] - 4:7, 41:1, 43:15, 101:6, 116:10, 117:13, 117:24, 125:8</p> <p>proceeds [1] - 90:5</p> <p>process [81] - 10:16, 10:17, 10:19, 10:22, 11:1, 11:2, 11:11, 11:21, 11:22, 12:14, 12:21, 16:22, 19:9, 19:23, 21:3, 22:24, 24:4, 24:11, 26:25, 27:15, 28:19, 28:24, 29:14, 29:21, 33:6, 37:18, 37:20, 37:24, 39:5, 39:20, 40:1, 40:15, 40:25, 41:8, 43:11, 44:14, 45:7, 49:18, 52:10, 52:12, 52:21, 53:4, 60:21, 63:1, 65:15, 68:9, 68:16, 69:12, 71:4, 73:23, 74:9, 83:2, 84:12, 85:14, 86:13, 87:7, 88:6, 88:24, 89:1, 89:12, 89:15, 89:19, 90:10, 90:11, 91:25, 92:21, 92:22, 95:19, 95:22, 97:4, 97:8, 97:20, 97:21,</p>
--	--	--	--	---

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>100:6, 104:23, 105:25, 107:15, 108:1, 108:13, 109:8, 124:6</p> <p>professional [1] - 97:7</p> <p>proof [1] - 104:11</p> <p>proper [1] - 80:5</p> <p>properties [1] - 105:6</p> <p>property [8] - 58:7, 58:8, 58:11, 89:5, 89:14, 93:1, 93:9, 94:19</p> <p>propose [1] - 122:6</p> <p>proposed [2] - 10:21, 46:1</p> <p>proposition [4] - 49:17, 57:19, 70:9, 120:22</p> <p>prospect [1] - 72:19</p> <p>prospective [1] - 11:1</p> <p>prostrate [2] - 57:15, 70:13</p> <p>proven [1] - 108:20</p> <p>provide [4] - 22:8, 91:17, 91:19, 91:20</p> <p>providing [4] - 16:18, 30:11, 68:15, 70:8</p> <p>provision [4] - 75:25, 88:1, 95:21, 96:2</p> <p>provisions [3] - 76:21, 76:22, 107:16</p> <p>prudential [1] - 52:11</p> <p>public [2] - 79:12, 80:7</p> <p>purely [1] - 62:23</p> <p>purpose [5] - 16:13, 16:17, 17:11, 65:14, 87:25</p> <p>purposes [8] - 13:3, 27:3, 28:17, 39:8, 40:21, 43:3, 47:23, 88:3</p> <p>pursuant [2] - 10:4, 37:20</p> <p>purview [1] - 97:7</p> <p>push [1] - 12:4</p> <p>put [11] - 4:5, 7:12, 13:10, 30:4, 43:22, 48:7, 74:10, 84:6, 85:21, 101:9, 124:10</p> <p>putting [2] - 23:13, 85:16</p>	<p>questions [16] - 6:24, 8:4, 8:7, 8:10, 9:15, 16:4, 24:5, 42:6, 60:10, 72:12, 100:10, 103:3, 121:20, 123:17, 123:21, 123:23</p> <p>quick [1] - 13:7</p> <p>quite [2] - 35:19, 117:13</p> <p>quote [5] - 29:17, 65:6, 69:14, 107:12, 109:16</p> <p>quoted [1] - 67:5</p> <p>quoting [1] - 59:21</p>	<p>reasonable [11] - 18:11, 21:3, 22:9, 29:8, 30:7, 109:14, 119:12, 120:8, 120:10, 120:14, 120:16</p> <p>reasonably [7] - 33:1, 38:22, 50:12, 50:19, 115:22, 119:12, 119:15</p> <p>reasoning [3] - 102:22, 103:21, 103:23</p> <p>reasons [7] - 25:7, 28:9, 52:11, 103:8, 115:24, 118:4, 121:17</p> <p>reauthorized [1] - 54:14</p> <p>rebuttal [3] - 8:14, 36:12, 36:14</p> <p>rebutted [1] - 50:7</p> <p>receive [2] - 11:9, 12:2</p> <p>received [3] - 11:8, 90:16, 109:10</p> <p>receiving [2] - 10:24, 90:18</p> <p>recent [1] - 89:17</p> <p>recently [1] - 41:5</p> <p>recess [2] - 101:5, 124:19</p> <p>recitation [1] - 32:9</p> <p>recognize [7] - 43:24, 52:18, 55:7, 68:20, 80:12, 103:10, 115:12</p> <p>recognized [3] - 24:3, 54:16, 94:18</p> <p>recognizes [4] - 54:14, 54:23, 57:6, 77:5</p> <p>recollection [2] - 13:11, 13:15</p> <p>recommend [1] - 40:23</p> <p>recommendation [2] - 59:4, 98:12</p> <p>recommendations [3] - 85:16, 86:19, 86:23</p> <p>reconvene [1] - 100:5</p> <p>record [30] - 4:5, 7:8, 7:12, 7:13, 7:23, 7:24, 8:5, 9:24, 13:2, 13:7, 13:10, 15:6, 23:15, 24:4, 24:10, 36:21, 39:11, 66:23, 71:22, 72:4, 73:24, 74:11, 76:11, 77:23, 78:12, 81:20, 82:15, 101:10, 112:13,</p>	<p>122:11</p> <p>records [6] - 9:6, 79:4, 79:9, 79:12, 79:21, 80:4</p> <p>recurring [1] - 124:12</p> <p>recusal [3] - 47:14, 47:19, 51:25</p> <p>recused [2] - 59:24, 59:25</p> <p>red [2] - 51:9, 51:13</p> <p>Red [3] - 3:15, 6:17, 91:6</p> <p>redact [1] - 79:10</p> <p>redacted [1] - 80:8</p> <p>redactions [1] - 80:5</p> <p>refer [2] - 103:15, 105:20</p> <p>reference [3] - 66:20, 106:15, 116:22</p> <p>referred [1] - 29:15</p> <p>referring [2] - 75:24, 75:25</p> <p>refused [1] - 40:17</p> <p>regard [2] - 64:15, 82:22</p> <p>regarding [1] - 82:5</p> <p>regime [5] - 18:24, 26:22, 52:7, 108:15, 110:9</p> <p>regret [1] - 38:14</p> <p>regular [3] - 121:23, 123:6, 124:12</p> <p>regulations [3] - 24:10, 27:12, 27:14</p> <p>rehash [1] - 103:12</p> <p>reiterated [1] - 91:13</p> <p>relate [1] - 16:9</p> <p>related [3] - 8:10, 97:8, 103:22</p> <p>relating [5] - 34:12, 34:14, 96:19, 97:3, 116:4</p> <p>relevant [6] - 38:9, 59:15, 61:9, 62:15, 105:13, 111:18</p> <p>relief [5] - 75:19, 80:19, 114:20, 115:6, 116:4</p> <p>reluctantly [2] - 116:1, 117:4</p> <p>remainder [1] - 89:4</p> <p>remained [1] - 35:12</p> <p>remains [1] - 59:17</p> <p>remedy [1] - 43:14</p> <p>remind [1] - 97:18</p> <p>reminded [1] - 14:5</p> <p>reminding [1] - 14:13</p> <p>remove [2] - 27:24, 118:1</p> <p>repeat [1] - 26:11</p>	<p>repeatedly [2] - 110:7, 119:1</p> <p>reply [8] - 35:18, 43:23, 64:20, 66:4, 66:5, 67:10, 77:20, 77:25</p> <p>report [25] - 11:25, 12:4, 12:12, 15:14, 36:16, 40:22, 84:1, 84:13, 84:16, 84:25, 85:19, 86:4, 86:7, 87:14, 87:15, 87:20, 91:21, 92:5, 92:10, 97:1, 97:23, 99:17, 107:18, 124:7, 124:11</p> <p>reported [2] - 30:11, 125:7</p> <p>Reporter [2] - 125:5, 125:6</p> <p>reporter [3] - 4:8, 46:21, 122:10</p> <p>reports [2] - 48:17, 68:14</p> <p>represent [1] - 96:13</p> <p>representative [1] - 79:24</p> <p>representing [1] - 4:20</p> <p>REPUBLIC [2] - 1:6, 125:10</p> <p>Republic [7] - 2:13, 5:5, 47:10, 49:4, 49:22, 57:25, 58:8</p> <p>republic [6] - 15:16, 47:4, 48:22, 56:11, 61:14, 62:24</p> <p>Republican [2] - 49:5, 49:15</p> <p>request [10] - 12:18, 13:16, 22:25, 52:19, 55:11, 75:18, 79:25, 80:1, 90:7, 91:8</p> <p>requests [3] - 80:18, 84:5, 109:23</p> <p>require [4] - 54:18, 113:15, 115:24, 123:9</p> <p>required [3] - 50:18, 62:2, 108:15</p> <p>requirement [2] - 105:1, 105:7</p> <p>requirements [3] - 18:22, 29:4, 31:13</p> <p>requires [3] - 6:9, 44:4, 113:8</p> <p>reserve [3] - 62:13, 66:19, 117:6</p> <p>Reserve [1] - 3:18</p> <p>resign [1] - 117:21</p>
Q				
<p>quash [1] - 80:13</p> <p>questioned [2] - 119:12, 119:15</p>	<p>raise [6] - 9:13, 21:12, 22:8, 82:4, 87:9, 87:15</p> <p>raised [8] - 16:6, 17:6, 28:25, 38:18, 66:15, 93:16, 106:5</p> <p>raising [1] - 76:1</p> <p>ran [1] - 51:9</p> <p>rank [1] - 90:21</p> <p>ranking [1] - 91:3</p> <p>rate [1] - 98:9</p> <p>RATH [1] - 3:11</p> <p>Rath [1] - 6:16</p> <p>rather [4] - 52:25, 63:20, 89:6, 90:12</p> <p>Ray [5] - 4:22, 9:21, 37:1, 73:11, 79:6</p> <p>ray [2] - 99:11, 101:21</p> <p>RAY [1] - 1:19</p> <p>reached [1] - 10:2</p> <p>react [1] - 52:14</p> <p>read [9] - 17:9, 26:6, 27:11, 27:13, 30:7, 45:11, 64:18, 69:14, 78:10</p> <p>reads [1] - 77:19</p> <p>ready [1] - 87:5</p> <p>real [1] - 86:1</p> <p>really [21] - 13:3, 17:23, 20:13, 21:1, 28:23, 40:10, 47:10, 51:20, 71:13, 74:16, 76:20, 81:23, 85:8, 85:17, 88:23, 108:18, 112:24, 113:5, 117:23, 118:17, 123:9</p> <p>reason [9] - 14:10, 16:23, 17:1, 17:18, 62:6, 69:15, 104:1, 107:25, 118:12</p>			

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>resolve [6] - 33:21, 72:7, 72:14, 98:21, 99:15, 111:3</p> <p>resolved [2] - 30:3, 33:10</p> <p>respect [21] - 10:25, 12:10, 19:13, 24:5, 28:20, 28:22, 30:9, 33:17, 34:1, 35:8, 67:11, 70:3, 70:14, 72:12, 78:11, 81:7, 82:5, 87:23, 110:7, 110:20, 116:5</p> <p>respectful [1] - 50:14</p> <p>respectfully [5] - 26:16, 33:16, 34:25, 91:9, 99:14</p> <p>respond [3] - 33:14, 45:20, 66:6</p> <p>responded [1] - 29:5</p> <p>response [14] - 26:8, 26:10, 29:9, 35:14, 43:23, 48:9, 50:9, 64:19, 65:7, 65:10, 72:8, 74:14, 81:24, 105:18</p> <p>rest [2] - 9:1, 15:23</p> <p>restate [1] - 45:4</p> <p>result [1] - 99:16</p> <p>resulted [1] - 94:20</p> <p>returning [1] - 102:18</p> <p>revealed [1] - 61:8</p> <p>review [2] - 115:9, 116:13</p> <p>Richard [1] - 6:4</p> <p>RICHARD [1] - 3:5</p> <p>RICHARDS [1] - 2:2</p> <p>Richards [2] - 4:12, 101:13</p> <p>Ricky [1] - 102:14</p> <p>rights [4] - 33:8, 50:16, 61:10, 92:15</p> <p>rise [3] - 81:8, 106:3, 120:15</p> <p>risk [1] - 81:14</p> <p>Robert [1] - 4:21</p> <p>role [5] - 21:6, 25:12, 26:5, 69:3, 75:10</p> <p>room [9] - 4:9, 5:1, 5:2, 45:13, 58:14, 79:14, 79:18, 94:4, 111:4</p> <p>rosen [1] - 63:7</p> <p>ROSEN [1] - 3:4</p> <p>Ross [2] - 6:2, 102:11</p> <p>ROSS [1] - 3:2</p> <p>Rule [1] - 120:19</p> <p>rule [10] - 50:18, 51:4, 54:11, 77:5, 100:2, 103:5, 119:20,</p>	<p>119:22, 119:25, 121:15</p> <p>ruled [4] - 31:5, 42:1, 53:1, 53:7</p> <p>ruling [9] - 16:1, 81:9, 100:10, 100:11, 102:19, 106:21, 112:1, 123:18, 123:24</p> <p>rulings [2] - 50:22, 121:20</p> <p>run [2] - 79:1, 100:14</p>	<p>saving [1] - 62:13</p> <p>saw [3] - 52:8, 89:15, 97:22</p> <p>schedule [3] - 33:10, 112:11, 122:5</p> <p>scheduled [3] - 14:17, 114:6, 115:3</p> <p>SCHNEIDER [2] - 1:17, 101:18</p> <p>Schneider [1] - 101:19</p> <p>Schrock [22] - 4:22, 8:20, 8:25, 9:17, 9:21, 13:19, 36:23, 37:1, 73:8, 73:11, 79:7, 82:11, 84:2, 91:16, 92:3, 92:13, 95:16, 96:12, 99:11, 100:15, 101:21, 123:19</p> <p>SCHROCK [34] - 1:19, 8:22, 9:20, 11:17, 12:22, 13:1, 13:9, 13:13, 15:1, 15:8, 36:25, 42:7, 43:2, 44:7, 45:1, 45:21, 46:15, 73:10, 77:13, 79:6, 80:9, 82:12, 86:12, 87:10, 92:7, 96:16, 98:3, 98:7, 98:10, 98:16, 99:11, 100:16, 101:24, 123:20</p> <p>Schrock's [1] - 79:14</p> <p>SCHULMAN [1] - 2:6</p> <p>se [1] - 60:13</p> <p>SEALED [1] - 125:17</p> <p>sealed [1] - 122:11</p> <p>search [1] - 75:20</p> <p>seat [1] - 9:2</p> <p>second [6] - 28:10, 53:25, 76:6, 77:23, 80:1, 83:14</p> <p>secondary [1] - 89:5</p> <p>secret [5] - 68:23, 68:24, 69:4, 122:2, 122:3</p> <p>section [8] - 31:13, 47:15, 94:23, 104:21, 104:22, 105:4, 105:8, 116:22</p> <p>security [1] - 22:25</p> <p>see [22] - 4:1, 7:11, 7:22, 8:4, 9:11, 43:12, 52:13, 53:3, 53:22, 57:10, 60:12, 72:17, 75:6, 81:23, 88:13, 90:4, 91:11, 94:6, 96:17, 99:10, 107:16, 114:17</p> <p>seeing [1] - 29:8</p>	<p>seek [7] - 52:12, 60:14, 80:16, 88:16, 114:20, 118:15, 119:3</p> <p>seeking [8] - 7:16, 14:8, 29:25, 39:2, 43:15, 105:3, 106:17, 115:6</p> <p>seem [3] - 23:19, 71:22, 88:24</p> <p>sell [5] - 63:13, 94:19, 94:24, 95:1</p> <p>sense [4] - 12:4, 24:16, 60:24, 93:2</p> <p>sensitive [2] - 45:24, 54:10</p> <p>sentence [1] - 14:1</p> <p>sentences [1] - 64:18</p> <p>separate [5] - 23:16, 28:18, 60:13, 61:23, 77:24</p> <p>separation [5] - 42:16, 42:23, 43:18, 57:14, 75:6</p> <p>sequence [1] - 35:2</p> <p>serious [1] - 71:21</p> <p>seriously [1] - 39:16</p> <p>servants [1] - 58:16</p> <p>served [1] - 57:17</p> <p>set [6] - 10:20, 105:17, 117:11, 119:20, 121:22, 121:23</p> <p>setting [2] - 112:14, 123:14</p> <p>seven [2] - 64:21, 66:5</p> <p>several [2] - 13:19, 85:23</p> <p>shall [2] - 29:19, 107:12</p> <p>share [1] - 88:22</p> <p>shared [1] - 122:6</p> <p>shares [3] - 63:13, 72:20</p> <p>shift [2] - 47:11, 76:18</p> <p>ship [1] - 52:4</p> <p>short [4] - 52:10, 52:21, 81:19, 122:18</p> <p>short-circuit [1] - 81:19</p> <p>shorter [1] - 32:18</p> <p>Shorthand [2] - 125:5, 125:6</p> <p>shorthand [2] - 125:7, 125:13</p> <p>show [1] - 103:25</p> <p>showing [1] - 105:14</p> <p>shown [2] - 121:5</p> <p>shy [1] - 71:23</p> <p>side [17] - 4:9, 5:1, 5:2, 16:6, 16:25,</p>	<p>21:11, 23:20, 33:25, 34:16, 46:5, 47:2, 69:19, 71:23, 78:3, 79:14, 79:18, 111:12</p> <p>SIGNED [1] - 125:17</p> <p>significant [3] - 90:22, 95:3, 116:23</p> <p>significantly [1] - 54:13</p> <p>similar [1] - 118:25</p> <p>similarly [2] - 64:1, 109:22</p> <p>simply [14] - 11:22, 18:16, 24:21, 40:18, 41:7, 41:15, 45:3, 45:4, 45:5, 84:24, 89:6, 93:11, 104:3, 115:19</p> <p>single [1] - 70:7</p> <p>sit [1] - 114:1</p> <p>sitting [1] - 113:14</p> <p>situation [7] - 18:2, 18:9, 19:20, 21:19, 35:11, 47:13, 58:6</p> <p>six [7] - 11:16, 33:8, 33:11, 107:1, 107:10, 107:11</p> <p>six-month [4] - 11:16, 107:1, 107:10</p> <p>sleight [1] - 53:10</p> <p>slow [3] - 115:19, 115:20, 117:23</p> <p>small [1] - 54:18</p> <p>smoking [1] - 49:3</p> <p>so-called [1] - 56:22</p> <p>sold [1] - 90:4</p> <p>sole [2] - 104:10, 108:12</p> <p>solicit [4] - 10:3, 12:15, 65:14, 107:12</p> <p>solicited [2] - 11:18, 37:21</p> <p>someone [3] - 6:9, 46:24, 89:8</p> <p>sometime [2] - 78:18, 112:8</p> <p>sometimes [2] - 57:11</p> <p>somewhat [5] - 35:12, 38:10, 90:15, 102:21, 109:8</p> <p>soon [2] - 31:21, 32:10</p> <p>sooner [2] - 90:12, 106:6</p> <p>sorry [1] - 106:21</p> <p>sort [10] - 16:12, 18:8, 20:23, 45:16, 50:7, 55:1, 62:6, 93:5, 93:21, 123:6</p> <p>sought [1] - 116:5</p>
---	--	--	--	---

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>sounds [6] - 8:19, 15:1, 47:1, 82:24, 92:12, 98:19</p> <p>speaking [3] - 6:7, 50:12, 58:19</p> <p>speaks [2] - 58:24, 89:24</p> <p>Special [1] - 1:22</p> <p>special [160] - 4:20, 7:3, 7:10, 7:21, 7:22, 8:2, 8:8, 9:6, 9:9, 9:22, 10:13, 10:19, 13:16, 13:17, 13:23, 14:11, 14:21, 16:1, 16:10, 16:16, 16:20, 16:24, 17:1, 17:3, 17:7, 17:10, 17:19, 17:24, 18:2, 18:10, 19:21, 20:1, 21:24, 22:11, 29:1, 29:4, 29:10, 29:15, 29:19, 30:4, 30:10, 30:14, 30:19, 30:24, 31:1, 31:14, 31:23, 34:17, 35:7, 35:14, 35:16, 35:24, 37:2, 37:5, 37:14, 38:8, 40:9, 44:25, 47:16, 47:24, 48:13, 48:17, 48:21, 51:23, 53:4, 53:11, 55:9, 55:12, 58:17, 58:25, 59:3, 60:17, 63:11, 63:18, 64:19, 65:2, 65:7, 65:10, 65:16, 65:20, 65:23, 65:25, 66:5, 66:9, 67:16, 67:25, 68:2, 68:7, 68:14, 69:9, 73:12, 73:14, 73:21, 76:10, 76:13, 77:12, 77:21, 79:4, 79:5, 79:7, 82:18, 86:9, 91:24, 92:19, 92:25, 95:17, 99:12, 101:20, 103:7, 103:13, 104:5, 105:16, 106:7, 106:13, 106:16, 106:20, 107:2, 107:9, 107:19, 107:23, 108:4, 108:10, 108:22, 108:25, 110:15, 110:17, 110:25, 111:6, 111:15, 112:8, 112:9, 112:16, 112:22, 113:1, 113:7, 113:16, 114:5, 114:24, 114:25,</p>	<p>116:7, 116:15, 117:8, 117:11, 117:25, 118:16, 118:24, 119:3, 119:11, 119:17, 119:23, 120:11, 120:17, 121:1, 121:24, 122:16, 122:23, 123:7, 124:13</p> <p>species [1] - 58:7</p> <p>specific [9] - 10:22, 25:2, 29:22, 37:17, 81:6, 82:3, 108:14, 109:23, 113:22</p> <p>specifically [5] - 38:20, 66:15, 66:16, 114:7, 119:10</p> <p>specifics [2] - 11:21, 67:11</p> <p>specked [1] - 48:19</p> <p>Speedbudget [1] - 125:23</p> <p>spend [1] - 80:14</p> <p>spending [1] - 83:15</p> <p>spent [4] - 28:12, 113:2, 113:3, 114:24</p> <p>spirit [1] - 91:15</p> <p>sprung [1] - 50:2</p> <p>squadron [1] - 49:16</p> <p>ss [1] - 125:2</p> <p>staff [1] - 32:19</p> <p>Stahl [2] - 5:16, 102:3</p> <p>STAHL [1] - 2:23</p> <p>stakes [1] - 114:23</p> <p>stand [1] - 50:15</p> <p>standing [6] - 81:20, 82:2, 82:8, 82:13, 82:23, 83:18</p> <p>stands [1] - 90:15</p> <p>Stark [1] - 1:12</p> <p>start [14] - 4:4, 4:9, 6:22, 7:10, 8:2, 15:12, 16:7, 46:24, 47:8, 52:12, 96:7, 99:2, 115:18, 123:19</p> <p>started [4] - 9:18, 61:3, 86:8, 114:18</p> <p>STATE [1] - 125:2</p> <p>state [1] - 73:16</p> <p>statement [9] - 21:8, 21:9, 21:12, 23:23, 24:2, 26:21, 53:17, 72:1, 109:10</p> <p>States [18] - 19:6, 19:10, 19:19, 24:5, 53:14, 56:16, 56:19, 58:23, 62:18, 63:22, 72:16, 72:17, 72:23, 91:17, 109:7,</p>	<p>109:11, 109:15, 109:17</p> <p>STATES [1] - 1:1</p> <p>stating [1] - 109:11</p> <p>status [11] - 30:12, 68:15, 84:1, 85:23, 86:4, 87:14, 94:5, 100:1, 107:18, 124:7, 124:11</p> <p>statute [3] - 50:4, 61:19, 62:20</p> <p>statutory [2] - 76:21, 76:22</p> <p>stay [1] - 100:7</p> <p>STEELE [2] - 1:16, 4:17</p> <p>Steele [1] - 4:19</p> <p>Stenotype [1] - 125:7</p> <p>step [4] - 20:23, 25:7, 68:18, 71:11</p> <p>STEPHEN [1] - 2:9</p> <p>Stephen [1] - 5:4</p> <p>steps [8] - 18:11, 53:24, 54:14, 84:12, 84:21, 92:24, 97:9, 109:13</p> <p>STEVEN [1] - 3:14</p> <p>Steven [1] - 6:18</p> <p>sticking [1] - 102:18</p> <p>still [11] - 7:3, 14:7, 52:25, 72:11, 80:13, 91:13, 93:25, 109:17, 109:20, 111:14, 111:25</p> <p>still-pending [1] - 7:3</p> <p>Stonehenge [1] - 105:6</p> <p>stop [3] - 28:14, 81:1, 98:15</p> <p>strategic [4] - 31:21, 41:12, 78:2, 116:2</p> <p>street [1] - 51:11</p> <p>strenuously [1] - 93:23</p> <p>stretch [1] - 63:21</p> <p>strikes [1] - 40:4</p> <p>subject [3] - 21:25, 48:4, 60:9</p> <p>subjected [1] - 51:16</p> <p>subjective [1] - 62:4</p> <p>submission [1] - 61:16</p> <p>submit [2] - 7:15, 11:25</p> <p>submitted [1] - 63:9</p> <p>submitting [1] - 48:17</p> <p>subordinate [3] - 20:5, 21:14, 37:11</p> <p>subsection [1] - 62:19</p> <p>subsequent [1] - 30:9</p>	<p>subsists [1] - 58:12</p> <p>substance [4] - 23:18, 23:21, 74:16, 87:18</p> <p>substantial [5] - 41:24, 90:23, 104:2, 115:23, 116:8</p> <p>substantially [3] - 115:19, 117:20, 117:23</p> <p>substantive [3] - 7:19, 82:20, 86:1</p> <p>sufficient [3] - 32:8, 94:24, 119:9</p> <p>sufficiently [1] - 112:2</p> <p>suggest [3] - 99:6, 110:24, 122:20</p> <p>suggested [1] - 93:8</p> <p>suggesting [2] - 42:17, 78:4</p> <p>suggestion [4] - 8:17, 45:11, 45:20, 90:24</p> <p>suggestions [3] - 7:1, 91:14, 122:9</p> <p>summary [3] - 15:2, 105:13, 122:18</p> <p>summer [2] - 41:19, 106:8</p> <p>superb [1] - 64:11</p> <p>supplement [2] - 7:12, 8:5</p> <p>supplemental [16] - 11:25, 12:4, 12:12, 15:14, 40:22, 84:13, 84:16, 84:25, 85:18, 86:7, 91:20, 92:5, 92:10, 97:1, 97:23, 99:17</p> <p>supplementing [3] - 9:24, 13:2, 15:6</p> <p>support [5] - 37:24, 70:8, 106:9, 107:13, 107:14</p> <p>supported [1] - 120:23</p> <p>supportive [1] - 93:3</p> <p>suppose [2] - 82:14, 92:4</p> <p>supposedly [4] - 46:25, 47:14, 47:17, 68:13</p> <p>Supreme [4] - 43:25, 44:2, 57:14, 120:24</p> <p>surely [1] - 44:1</p> <p>surmise [1] - 34:5</p> <p>surprised [3] - 83:6, 94:11, 123:8</p> <p>swiftly [1] - 115:21</p> <p>system [1] - 59:23</p>	<p>T</p> <p>table [1] - 5:15</p> <p>tactical [11] - 49:4, 49:21, 61:9, 61:20, 61:21, 62:1, 62:5, 62:15, 62:23, 76:3, 116:8</p> <p>talented [1] - 49:16</p> <p>talks [1] - 54:9</p> <p>team [1] - 43:25</p> <p>technical [1] - 50:20</p> <p>ten [1] - 42:14</p> <p>term [1] - 84:22</p> <p>termed [1] - 91:3</p> <p>terms [8] - 9:24, 13:1, 55:2, 70:24, 78:1, 80:7, 83:17, 88:24</p> <p>THE [107] - 1:1, 1:2, 4:1, 4:16, 4:25, 5:10, 5:18, 5:24, 6:11, 6:20, 8:20, 8:24, 11:14, 12:18, 12:24, 13:5, 13:10, 13:14, 15:3, 15:9, 15:17, 18:7, 20:9, 22:10, 22:15, 23:4, 23:16, 24:13, 25:24, 26:8, 26:13, 27:2, 28:4, 28:14, 32:9, 34:8, 36:9, 36:13, 36:19, 42:5, 42:8, 43:21, 44:20, 45:10, 46:14, 46:16, 50:6, 55:6, 55:18, 60:11, 63:2, 63:5, 64:3, 64:12, 66:20, 66:25, 67:4, 71:19, 73:3, 73:8, 75:12, 77:11, 77:15, 78:16, 79:13, 79:16, 79:17, 79:22, 80:10, 81:12, 82:9, 83:1, 83:12, 83:21, 83:25, 84:8, 85:21, 87:8, 87:12, 89:22, 91:4, 92:2, 92:8, 94:3, 95:11, 96:10, 97:24, 98:5, 98:8, 98:11, 98:18, 99:6, 99:22, 100:18, 100:21, 100:23, 101:1, 101:4, 101:7, 101:17, 101:23, 102:4, 102:16, 123:22, 123:25, 124:2, 124:4</p> <p>themselves [3] - 40:18, 68:8, 78:13</p> <p>theory [1] - 59:19</p>
---	--	--	--	--

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

<p>therefore [3] - 56:2, 57:22, 76:12</p> <p>they've [1] - 116:5</p> <p>thinking [5] - 31:18, 63:18, 73:1, 85:1, 86:8</p> <p>thinks [1] - 91:1</p> <p>third [12] - 18:14, 20:21, 31:19, 59:17, 59:21, 59:24, 72:13, 91:10, 105:2, 105:6, 115:24, 120:4</p> <p>thorough [1] - 78:21</p> <p>thoroughly [1] - 103:3</p> <p>thoughts [5] - 8:20, 12:16, 85:12, 97:6, 100:4</p> <p>threatens [1] - 33:6</p> <p>three [3] - 41:14, 106:8, 113:10</p> <p>throughout [2] - 62:12, 105:25</p> <p>throw [2] - 62:25, 117:6</p> <p>tickets [1] - 88:10</p> <p>ticking [1] - 114:18</p> <p>timeline [2] - 10:17, 105:14</p> <p>timeliness [20] - 16:3, 28:6, 28:7, 28:16, 28:17, 28:21, 31:24, 32:22, 34:2, 36:8, 49:2, 61:22, 62:9, 64:9, 64:16, 76:8, 105:1, 105:7, 118:11, 118:18</p> <p>timely [3] - 61:10, 80:3, 105:5</p> <p>timing [9] - 47:8, 60:13, 61:7, 61:12, 62:16, 111:19, 118:2, 118:3, 119:6</p> <p>tin [1] - 58:20</p> <p>tin-pot [1] - 58:20</p> <p>TO [3] - 1:9, 1:11, 125:16</p> <p>today [24] - 4:7, 6:3, 6:7, 6:17, 9:11, 27:15, 40:3, 58:13, 69:20, 78:18, 85:23, 100:3, 100:6, 100:12, 103:17, 103:20, 108:6, 109:6, 111:3, 111:9, 111:23, 113:2, 123:16, 124:8</p> <p>today's [1] - 106:12</p> <p>together [2] - 4:4, 9:10</p> <p>Tolles [1] - 5:6</p> <p>TOLLES [1] - 2:11</p>	<p>tone [1] - 47:5</p> <p>took [3] - 32:7, 33:23, 115:6</p> <p>touch [1] - 13:22</p> <p>towards [1] - 109:13</p> <p>TOWNSEND [1] - 2:6</p> <p>Townsend [1] - 4:15</p> <p>track [1] - 87:3</p> <p>transaction [6] - 20:16, 20:24, 54:17, 108:8, 108:16, 110:12</p> <p>transcript [3] - 106:21, 125:12, 125:14</p> <p>TRANSCRIPT [1] - 1:9</p> <p>transfer [2] - 25:6, 93:1</p> <p>transparent [1] - 24:11</p> <p>treasury [1] - 73:16</p> <p>Tree [3] - 3:15, 6:17, 91:6</p> <p>tried [5] - 33:22, 37:3, 37:16, 62:25, 68:4</p> <p>true [3] - 70:14, 72:10, 125:15</p> <p>trump [3] - 53:18, 56:21, 56:22</p> <p>try [9] - 17:25, 25:25, 26:11, 50:21, 63:21, 63:23, 93:5, 93:21, 110:23</p> <p>trying [17] - 21:17, 35:6, 35:9, 38:15, 40:4, 40:11, 40:12, 43:8, 50:8, 53:2, 63:22, 64:24, 68:20, 80:25, 81:1, 99:14, 111:14</p> <p>TUNELL [1] - 2:20</p> <p>Tunnell [1] - 5:14</p> <p>turn [6] - 5:1, 8:5, 8:10, 15:10, 80:10, 89:24</p> <p>turned [1] - 14:14</p> <p>twain [1] - 46:25</p> <p>two [17] - 19:18, 28:18, 47:23, 53:16, 55:19, 58:17, 60:19, 61:20, 66:22, 72:23, 77:20, 105:21, 107:21, 113:10, 122:1, 122:5</p> <p>type [2] - 71:14, 111:1</p> <p>typed [1] - 125:13</p> <p>types [2] - 86:22, 108:21</p> <p>typewritten [1] - 125:15</p>	<p style="text-align: center;">U</p> <p>U.S [30] - 10:3, 10:9, 10:22, 10:24, 11:6, 11:8, 11:12, 11:19, 12:2, 12:9, 38:1, 38:19, 39:2, 41:17, 41:20, 42:15, 42:21, 43:7, 43:9, 46:10, 57:9, 57:13, 57:14, 58:18, 59:20, 75:3, 85:8, 104:7, 108:11, 120:25</p> <p>U.S.C [1] - 65:6</p> <p>U.S.C.A.J [1] - 1:12</p> <p>ultimate [2] - 54:16, 57:6</p> <p>ultimately [8] - 8:13, 20:17, 27:5, 77:5, 108:10, 110:11, 110:21, 112:25</p> <p>unambiguous [1] - 67:19</p> <p>unavoidable [1] - 62:22</p> <p>uncertainty [1] - 68:19</p> <p>unclear [2] - 32:25, 64:25</p> <p>undefined [1] - 113:22</p> <p>undeniable [1] - 65:11</p> <p>undeniably [1] - 70:20</p> <p>under [11] - 18:14, 33:13, 43:12, 59:19, 78:21, 78:23, 94:16, 105:8, 108:15, 119:10, 121:6</p> <p>underlying [1] - 72:12</p> <p>undermine [1] - 65:13</p> <p>understandable [1] - 109:14</p> <p>understood [8] - 31:1, 67:24, 68:1, 80:8, 92:17, 105:24, 110:18, 114:14</p> <p>undisclosed [1] - 116:18</p> <p>undisputed [1] - 112:6</p> <p>undue [2] - 42:16, 42:22</p> <p>unduly [1] - 118:2</p> <p>unencumbered [1] - 65:15</p> <p>unethical [2] - 48:13, 48:23</p> <p>unfold [1] - 24:12</p> <p>unfolded [2] - 35:3, 35:21</p> <p>unilaterally [1] - 65:2</p> <p>unique [1] - 115:16</p>	<p>UNITED [1] - 1:1</p> <p>United [18] - 19:6, 19:10, 19:19, 24:5, 53:14, 56:16, 56:18, 58:23, 62:18, 63:22, 72:16, 72:17, 72:23, 91:17, 109:7, 109:11, 109:15, 109:17</p> <p>unless [4] - 13:7, 28:4, 95:9, 110:8</p> <p>unnecessary [1] - 83:8</p> <p>unreasonable [1] - 47:6</p> <p>unresolved [1] - 72:11</p> <p>unsatisfied [2] - 41:3</p> <p>unseal [2] - 79:3, 80:4</p> <p>unsealed [2] - 9:6, 122:14</p> <p>unsealing [2] - 79:9, 79:21</p> <p>untimeliness [1] - 31:20</p> <p>untimely [17] - 28:8, 31:5, 31:6, 31:9, 34:10, 34:24, 42:1, 62:7, 76:16, 104:19, 105:10, 111:16, 112:1, 112:2, 115:14, 118:5, 118:9</p> <p>up [24] - 6:8, 14:2, 16:4, 20:17, 20:23, 27:16, 34:15, 41:13, 51:10, 54:18, 59:13, 60:23, 69:13, 87:13, 92:13, 95:6, 107:6, 110:14, 112:14, 114:13, 115:6, 121:22, 121:23, 123:14</p> <p>update [1] - 84:11</p> <p>updates [3] - 30:11, 30:12, 68:15</p> <p>urge [3] - 44:2, 65:3, 68:24</p> <p>useful [1] - 62:20</p>	<p>125:10</p> <p>Venezuela [52] - 2:13, 7:15, 8:1, 9:7, 14:7, 15:16, 15:21, 17:2, 30:21, 39:6, 39:25, 41:23, 42:13, 43:21, 44:20, 45:12, 48:18, 54:24, 54:25, 62:24, 65:12, 66:6, 72:19, 75:18, 79:20, 83:5, 83:10, 83:17, 89:24, 94:4, 94:9, 99:15, 99:19, 103:6, 103:12, 104:3, 104:12, 105:20, 107:20, 112:7, 112:20, 112:23, 114:5, 115:2, 115:17, 115:21, 116:3, 116:20, 118:15, 118:23</p> <p>Verrilli [11] - 5:7, 5:9, 8:17, 15:11, 15:20, 42:12, 47:3, 50:7, 64:5, 77:15, 101:1</p> <p>VERRILLI [29] - 2:11, 8:19, 15:15, 15:19, 18:17, 21:7, 22:14, 22:19, 23:13, 23:18, 25:1, 26:7, 26:10, 26:15, 27:9, 28:9, 28:16, 33:15, 34:25, 36:11, 64:6, 64:13, 66:21, 67:2, 67:8, 72:9, 73:7, 77:17, 101:3</p> <p>verse [1] - 39:14</p> <p>version [1] - 80:8</p> <p>versus [3] - 40:12, 56:21, 86:21</p> <p>vested [1] - 113:4</p> <p>via [2] - 10:15, 21:21</p> <p>view [27] - 11:6, 21:10, 22:23, 27:18, 27:19, 29:21, 39:4, 40:15, 44:4, 52:24, 53:21, 54:5, 54:7, 56:13, 58:12, 60:1, 72:25, 73:22, 89:21, 94:13, 97:25, 104:19, 108:7, 108:8, 109:18, 109:20, 112:3</p> <p>views [12] - 24:4, 52:13, 53:3, 58:10, 65:15, 74:2, 74:5, 74:9, 91:17, 109:6, 121:22, 123:13</p> <p>violate [1] - 31:12</p> <p>violation [1] - 66:8</p>
V				
<p>value [6] - 11:7, 44:16, 57:3, 73:23, 95:2, 108:8</p> <p>value-maximizing [2] - 73:23, 108:8</p> <p>valued [1] - 94:22</p> <p>various [1] - 119:21</p> <p>vein [1] - 93:4</p> <p>VENEZUELA [2] - 1:7,</p>				

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com

voice ^[1] - 89:15 vs ^[2] - 1:5, 125:10	WILLKIE ^[1] - 3:19 window ^[4] - 11:16, 107:1, 107:2, 107:10 wipe ^[1] - 111:21 wish ^[3] - 8:13, 9:13, 63:2 WOLF ^[7] - 3:5, 63:4, 63:6, 83:14, 90:1, 100:22, 124:1 wolf ^[5] - 6:5, 6:7, 63:6, 90:1, 123:25 Wolf ^[4] - 83:13, 93:16, 100:21, 102:13 WOMBLE ^[1] - 3:16 word ^[15] - 24:21, 38:15, 44:24, 49:12, 68:5, 69:9, 71:20, 73:5, 73:21, 77:16, 108:4, 108:19, 114:13 words ^[2] - 65:23, 107:11 works ^[1] - 33:4 world ^[1] - 88:22 worth ^[1] - 57:3 worthless ^[1] - 48:12 writ ^[2] - 41:5, 90:17 write ^[4] - 42:13, 44:1, 80:16, 81:22 writes ^[1] - 122:18 writs ^[2] - 41:6, 87:2 written ^[1] - 113:13 wrongly ^[1] - 66:13 wrote ^[1] - 26:1
W	Y
WACHTELL ^[1] - 3:4 Wachtell ^[3] - 6:4, 63:7, 102:13 Wagner's ^[1] - 47:1 wait ^[5] - 14:22, 36:11, 56:4, 113:17, 114:19 waiting ^[1] - 115:13 waivable ^[1] - 61:5 waive ^[3] - 32:1, 32:3, 60:16 waived ^[5] - 36:2, 60:15, 76:15, 81:14, 118:17 waiver ^[14] - 16:4, 32:5, 36:7, 41:10, 47:23, 50:11, 50:13, 60:12, 60:20, 60:24, 61:23, 64:10, 119:2, 119:7 walk ^[1] - 44:2 wants ^[8] - 6:12, 7:12, 7:22, 8:5, 8:8, 34:1, 82:13, 94:4 Warner ^[1] - 125:22 warner ^[1] - 125:4 Washington ^[1] - 46:22 wasting ^[1] - 20:13 ways ^[1] - 24:11 weapon ^[2] - 62:1, 62:13 week ^[2] - 94:22, 124:8 weeks ^[5] - 49:19, 50:2, 61:20, 76:4, 117:6 weigh ^[8] - 8:12, 46:5, 56:4, 57:2, 85:12, 86:22, 97:2, 99:24 weight ^[1] - 59:11 weighty ^[2] - 57:11, 57:12 WEIL ^[1] - 1:19 Weil ^[6] - 4:22, 9:21, 37:1, 73:11, 79:7, 101:22 WELCH ^[1] - 1:20 Welch ^[1] - 4:23 welcome ^[2] - 5:24, 85:25 white ^[1] - 78:15 whole ^[4] - 51:21, 51:23, 95:1, 106:22 willing ^[1] - 96:14	year ^[4] - 49:1, 52:5, 112:5, 112:7 years ^[10] - 33:8, 39:18, 41:4, 48:1, 48:16, 54:19, 58:10, 58:17, 89:21, 117:19 yourselves ^[3] - 4:8, 113:13, 123:12

DEANNA WARNER, CSR

202 Ashfield Court, Smyrna DE 19977

Phone: (302) 893-1158 E-mail: warnerdeanna@gmail.com